
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Samson Paper Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF NEW SET OF BYE-LAWS;
(3) PROPOSED RE-ELECTION OF A RETIRING DIRECTOR;
AND
(4) NOTICE OF SPECIAL GENERAL MEETING**

Capitalised terms used on the lower portion of this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the SGM to be held at Rooms 2306B & 2307, 23rd Floor, West Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Friday, 2 September 2022 at 10:30 a.m. is set out on pages 19 to 21 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.samsonpaper.com>).

Whether or not you are able to attend the SGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 10:30 a.m. on Wednesday, 31 August 2022) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE SGM

To safeguard the health and safety of the Shareholders and to prevent the spread of the COVID-19 pandemic, the following precautionary measures will be implemented at the SGM:

1. compulsory body temperature screening/checks
2. compulsory wearing of surgical face masks
3. no provision of refreshments and corporate gifts

Attendees who do not comply with the precautionary measures may, to the extent permitted under applicable laws, be denied entry into the SGM venue. All attendees are requested to wear surgical face masks at all times at the SGM venue. Shareholders are encouraged to exercise their right to vote at the SGM by appointing the chairman of the SGM as proxy to attend and vote on their behalf at the SGM, instead of attending the SGM in person.

* For identification purpose only

PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the SGM to protect the attending Shareholders, staff and other stakeholders from the risk of infection:

1. compulsory body temperature screening/checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the SGM venue. Any person found to be suffering from a fever or otherwise unwell will be denied entry into the SGM venue or be required to leave the SGM venue;
2. all attendees are requested to wear surgical face masks at the SGM venue at all times, and to maintain a safe distance with other attendees; and
3. no refreshments and corporate gifts will be provided.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of the attendees at the SGM.

In the interest of all stakeholders' health and safety and in response to the recent guidelines on prevention and control of COVID-19 pandemic, **Shareholders are reminded that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the chairman of the SGM as proxy to attend and vote on the relevant resolutions at the SGM, instead of attending the SGM in person.**

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DEFINITIONS

In this circular, the following expressions shall have the following meanings, unless the context requires otherwise:

“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or otherwise modified from time to time
“Change of Company Name”	the proposed change of the existing name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited” and adoption of “建發新勝漿紙有限公司” as the new name in Chinese of the Company for identification purpose only to replace its existing name in Chinese “森信紙業集團有限公司”, which has been used for identification purpose only
“Companies Act”	the Companies Act (as amended) of Bermuda, as amended, supplemented or otherwise modified from time to time
“Company”	Samson Paper Holdings Limited (森信紙業集團有限公司*), a company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (stock code: 731)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Lam”	Mr. Lam John Cheung-wah, an independent non-executive Director
“New Bye-laws”	a new set of bye-laws incorporating and consolidating all the Proposed Amendments

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the existing Bye-laws as set out in Appendix I to this circular
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be held at Rooms 2306B & 2307, 23rd Floor, West Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Friday, 2 September 2022 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 19 to 21 of this circular
“Share(s)”	ordinary shares(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *For identification purpose only*



SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 731)

Executive Directors:

Mr. Shi Yaofeng (*Chief Executive Officer*)
Mr. Huang Tiansheng
Ms. Shi Chenye (*Vice Chief Executive Officer*)

Registered office:

5th Floor, Victoria Place,
31 Victoria Street, Hamilton HM10,
Bermuda

Non-executive Directors:

Mr. Cheng Dongfang (*Chairman*)
Mr. Li Shengfeng
Mr. Choi Wai Hong, Clifford

*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

Independent non-executive Directors:

Mr. Zhao Lin
Mr. Wong Yiu Kit, Ernest
Mr. Lam John Cheung-wah

25 July 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF NEW SET OF BYE-LAWS;
(3) PROPOSED RE-ELECTION OF A RETIRING DIRECTOR;
AND
(4) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the SGM and to give you the notice of the SGM. Resolutions to be proposed at the SGM include, *inter alia*: (1) the Change of Company Name; (2) the Proposed Amendments and the adoption of the New Bye-laws; and (3) the re-election of Mr. Lam as an independent non-executive Director.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the existing name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited” and to adopt “建發新勝漿紙有限公司” as the new name in Chinese of the Company for identification purpose only to replace its existing name in Chinese “森信紙業集團有限公司”, which has been used for identification purpose only.

Conditions for the Change of Company Name

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Change of Company Name at a special general meeting of the Company; and
- (ii) the approval for the change of the existing name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited” having been granted by the Registrar of Companies in Bermuda and a certificate of incorporation on change of name having been issued by the Registrar of Companies in Bermuda.

Subject to the conditions set out above being satisfied, the Change of Company Name shall take effect from the date on which the Registrar of Companies in Bermuda enters the new name (in place of the existing name of the Company) on the register maintained by the Registrar of Companies in Bermuda. Upon the Change of Company Name becoming effective, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Reasons for the Change of Company Name

The Board believes that the proposed Change of Company Name will provide the Company with a fresh corporate image and identity which will benefit the Group’s future business development and is in the interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders or the Company’s daily operations or its financial position. Once the Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names of the Company.

PROPOSED ADOPTION OF NEW SET OF BYE-LAWS

Reference is made to the announcement of the Company dated 25 July 2022 in relation to, among others, the Proposed Amendments and the adoption of the New Bye-laws.

The Board proposes to (i) make certain amendments to the existing Bye-laws for the purposes of, among others, reflecting the proposed Change of Company Name and conforming to the core shareholder protection standards as set out in the revised Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) adopt the New Bye-laws incorporating and consolidating all the Proposed Amendments in substitution for, and to the exclusion of the existing Bye-laws.

Details of the Proposed Amendments are set out in Appendix I to this circular.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have confirmed that the Proposed Amendments conform with the applicable requirements of the Listing Rules and are not inconsistent with the Bermuda laws, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments from the perspective of a Bermuda company listed on the Stock Exchange.

The Proposed Amendments and the adoption of the New Bye-laws are subject to the Shareholders' approval by way of a special resolution at the SGM and the passing of the special resolution approving the Change of Company Name. The New Bye-laws will take effect from the date of registration as set out on the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda in respect of the change of name of the Company from "Samson Paper Holdings Limited" to "C&D Newin Paper & Pulp Corporation Limited".

PROPOSED RE-ELECTION OF A RETIRING DIRECTOR

As disclosed in the announcement of the Company dated 20 May 2022, Mr. Lam was appointed as an independent non-executive Director with effect from 20 May 2022.

Pursuant to Bye-law 91, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number), and shall then be eligible for re-appointment.

LETTER FROM THE BOARD

As such, Mr. Lam shall retire from office as an independent non-executive Director and, being eligible, offer himself for re-election at the SGM in accordance with the existing Bye-laws.

The biographical details of Mr. Lam proposed to be re-elected as required to be disclosed under the Listing Rules are set out in Appendix II to this circular, in which it indicates how Mr. Lam contributes to the diversity of the Board and his skills and experience that he can bring to the Board.

SGM

The Company will convene the SGM at Rooms 2306B & 2307, 23rd Floor, West Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Friday, 2 September 2022 at 10:30 a.m., at which resolutions will be proposed for the purposes of considering, and if thought fit, approving, *inter alia*, (1) the Change of Company Name; (2) the Proposed Amendments and adoption of the New Bye-laws; and (3) the re-election of Mr. Lam as an independent non-executive Director. The notice of the SGM is set out on pages 19 to 21 of this circular.

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 30 August 2022 to Friday, 2 September 2022 (both days inclusive), during which period no transfer of Shares 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 Monday, 29 August 2022. Shareholders whose names appear on the register of members on Friday, 2 September 2022 are entitled to attend and vote at the SGM or any adjournment thereof.

A form of proxy for use in connection with the SGM is enclosed herewith and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.samsonpaper.com>). Whether or not you are able to attend the SGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 10:30 a.m. on Wednesday, 31 August 2022) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish and in such event the form of proxy shall be deemed to be revoked. **In view of the outbreak of COVID-19 pandemic, Shareholders are encouraged to exercise their right to vote at the SGM by appointing the chairman of the SGM as proxy to attend and vote on their behalf at the SGM, instead of attending the SGM in person.**

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the SGM must be taken by poll except where the chairman of the SGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the SGM will therefore demand a poll for every resolution put to the vote of the SGM.

An announcement on the poll results will be made by the Company after the SGM in the manner prescribed under Rules 13.39(5) and (5A) of the Listing Rules.

RECOMMENDATION

The Directors consider that (i) the Change of Company Name; (ii) the Proposed Amendments and the adoption of the New Bye-laws; and (iii) the proposed re-election of Mr. Lam as an independent non-executive Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the SGM as set out in the notice of the SGM.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

The English text of this circular and form of proxy shall prevail over the Chinese text.

Yours faithfully,
By order of the Board
Samson Paper Holdings Limited
Mr. Cheng Dongfang
Chairman and Non-executive Director

Details of the Proposed Amendments are as follows:

Existing Bye-laws		Proposed to be amended as	
Bye-law 1	“the Company” or “this Company” means Samson Paper Holdings Limited incorporated in Bermuda on 10 July 1995;	Bye-law 1	“the Company” or “this Company” means C&D Newin Paper & Pulp Corporation Limited (formerly known as Samson Paper Holdings Limited) incorporated in Bermuda on 10 July 1995;
Bye-law 56	The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called special general meetings.	Bye-law 56	The Company must hold a general meeting for each financial year as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called special general meetings.

Existing Bye-laws

Proposed to be amended as

- Bye-law 57 (A) The Directors may, whenever they think fit, convene a special general meeting. A special general meeting shall also be convened on the written requisition of any 2 or more members holding at the date of the deposit of the requisition in aggregate not less than one-tenth of such of the paid up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. Such requisitionists must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene a special general meeting, the requisitionists themselves or any of them representing more than one half of the total voting rights of all of them may convene the special general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.
- Bye-law 57 (A) The Directors may, whenever they think fit, convene a special general meeting. A special general meeting shall also be convened on the written requisition of any 2 or more members holding at the date of the deposit of the requisition in aggregate not less than one-tenth of the voting rights, on a one vote per share basis, in the paid-up share capital of the Company as at the date of the deposit. Such requisitionists must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene a special general meeting, the requisitionists themselves or any of them representing more than one half of the total voting rights of all of them may convene the special general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.

Existing Bye-laws

- (B) Save as provided in the Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-Laws, be treated as an ordinary resolution duly passed at a general meeting of the Company duly convened and held and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of the signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

Proposed to be amended as

- (B) Save as provided in the Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-Laws, be treated as an ordinary resolution duly passed at a general meeting of the Company duly convened and held and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of the signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

Existing Bye-laws**Proposed to be amended as**

Bye-law 58 Subject to such other minimum period as may be specified in the Listing Rules from time to time, (i) an annual general meeting shall be called by notice in writing of not less than 20 clear business days or 21 clear days (whichever is longer); (ii) a meeting of the Company other than an annual general meeting called for the passing of a special resolution shall be called by notice in writing of not less than 21 clear days or 10 clear business days (whichever is longer); and (iii) a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by notice in writing of not less than 10 clear business days or 14 clear days (whichever is longer). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the relevant resolution as a special resolution.

Bye-law 58 Subject to such other minimum period as may be specified in the rules of a Designated Stock Exchange from time to time, (i) an annual general meeting and a meeting of the Company other than an annual general meeting called for the passing of a special resolution shall be called by notice in writing of not less than 21 clear days; and (ii) a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by notice in writing of not less than 14 clear days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the relevant resolution as a special resolution.

Existing Bye-laws

Proposed to be amended as

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Bye-law 62A All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.

Bye-law 86 (A) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Bye-law 86 (A) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Existing Bye-laws

- (B) Notwithstanding any other provision of these presents, if a Clearing House (or its nominee(s)) is a member of the Company, it may authorise or appoint such person or persons as it thinks fit to act as its representative or representatives or proxy or proxies at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised or appointed, the authorisation or the instrument(s) appointing the proxy(ies) shall specify the number and class of shares in respect of which each such person is so authorised or appointed; and the person so authorised or appointed shall be deemed to have been duly authorised or appointed without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised or appointed and shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents in respect of the number and class of shares specified in the relevant authorization or the instrument(s) appointing the proxy(ies) as that Clearing House (or its nominee(s)) could exercise as if it were an individual member.

Proposed to be amended as

- (B) Notwithstanding any other provision of these presents, if a Clearing House (or its nominee(s)) is a member of the Company, it may authorise or appoint such person or persons as it thinks fit to act as its representative or representatives or proxy or proxies at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised or appointed, the authorisation or the instrument(s) appointing the proxy(ies) shall specify the number and class of shares in respect of which each such person is so authorised or appointed; and the person so authorised or appointed shall be deemed to have been duly authorised or appointed without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised or appointed and shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents in respect of the number and class of shares specified in the relevant authorization or the instrument(s) appointing the proxy(ies) as that Clearing House (or its nominee(s)) could exercise as if it were an individual member, including the right to speak and vote.

Existing Bye-laws**Proposed to be amended as**

Bye-law 90	The Company may at a special general meeting called for that purpose, by special resolution remove any Director before the expiration of his period of office (notwithstanding anything in the Bye-Laws or in any agreement between the Company and such Director but without prejudice to any claim which such Director may have against the Company for damages under any such agreement) and may by ordinary resolution elect another person in his stead provided that the notice of any such meeting convened for the purpose of removing a director shall contain a statement of the intention so to do and be served on such Director 14 days before the meeting and at such meeting, such director shall be entitled to be heard on the motion for his removal. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.	Bye-law 90	The Company may at a general meeting called for that purpose, by ordinary resolution remove any Director before the expiration of his term of office (notwithstanding anything in the Bye-Laws or in any agreement between the Company and such Director but without prejudice to any claim for damages under any such agreement) and may by ordinary resolution elect another person in his stead provided that the notice of any such meeting convened for the purpose of removing a director shall contain a statement of the intention so to do and be served on such Director 14 days before the meeting and at such meeting, such director shall be entitled to be heard on the motion for his removal. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.
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Existing Bye-laws**Proposed to be amended as**

Bye-law 91 Without prejudice to the power of the Company in pursuance of the provisions of the Bye-Laws to appoint any person to be a Director and subject to the provisions of the Act, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number), and shall then be eligible for re-appointment.

Bye-law 91 Without prejudice to the power of the Company in pursuance of the provisions of the Bye-Laws to appoint any person to be a Director and subject to the provisions of the Act, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Director so appointed under this Bye-Law shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election.

Existing Bye-laws

Proposed to be amended as

Bye-law 161 Subject as otherwise provided by the Act, the remuneration of the auditors shall be fixed by the Company in general meeting Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.

Bye-law 161 The Company may by ordinary resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed auditors of the Company. The Board may fill any casual vacancy in the office of auditors, which shall hold office until the next annual general meeting, but while any such vacancy continues the surviving or continuing auditors (if any) may act. Subject as otherwise provided by the Act, the remuneration of the auditors shall be fixed by the Company in general meeting by ordinary resolution Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.

Bye-law 161A Subject to the provisions of the Act, the members may, at any general meeting convened and held in accordance with these Bye-Laws, remove the auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditors in its place for the remainder of the term.

The biographical details of the Director proposed to be re-elected at the SGM are set out as follows:

Mr. Lam John Cheung-wah (藍章華), aged 67, is an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee.

Mr. Lam has substantial experience in the banking industry. From 1991 to 2005, he held various senior positions at Hongkong Bank of Canada (currently known as HSBC Bank Canada), HSBC California and Hang Seng Bank Limited. He subsequently worked at Dah Sing Bank, Limited from September 2005 to February 2012 with his last position as an Executive Director, Head of Retail Banking. After that, Mr. Lam acted as the Vice Chairman and an Executive Director of Nan Fung Property Holdings Limited in China Property Division between February 2013 and December 2021, and he has served as their consultant since January 2022.

Mr. Lam was a non-executive director of Hong Kong Aerospace Technology Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1725), from October 2021 to July 2022. He is currently an independent non-executive director of Wing Lee Property Investments Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 864), since February 2013.

He graduated from Ryerson Polytechnical Institute (currently known as Ryerson University) in Toronto, Canada in June 1988 where he received his bachelor of business management degree. He is a Fellow of the Institute of Canadian Bankers and a Fellow of Royal Institution of Chartered Surveyors. He was a member of the Chinese People's Political Consultative Conference Guangzhou Committee.

Mr. Lam was a director of Eastway International Limited and Yue Feng Development (Hong Kong) Limited, which were companies incorporated in Hong Kong with limited liability, before their dissolution by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) on 2 February 2018 and 6 August 2021, respectively. As confirmed by Mr. Lam, (i) each of the said companies was principally engaged in property investment and was solvent immediately prior to and at the time of its dissolution; (ii) there was no wrongful act on his part leading to the dissolutions; and (iii) he was not aware of any actual or potential claim which had been or would be made against him as a result of the dissolutions.

The Company has entered into a service agreement with Mr. Lam in relation to his appointment as an independent non-executive Director for an initial period from 20 May 2022 to 25 January 2025 unless terminated by not less than three months' notice in writing served by either party in accordance with the terms set out therein. He is also subject to retirement and re-election at the next following general meeting after his appointment and thereafter subject to rotation and re-election at least once every three years according to the bye-laws of the Company, the Listing Rules and other applicable laws.

Mr. Lam is entitled to receive a Director's fee of RMB240,000 per annum in addition to any discretionary bonus and/or other benefits, such as Director's insurance, as may be decided further by the Board upon the recommendation of the Remuneration Committee from time to time. The remuneration payable to Mr. Lam was determined by the Remuneration Committee and approved by the Board with reference to his qualifications and experience, time commitment and responsibilities of the role, remuneration policy of the Company and the prevailing market rate, and shall be reviewed by the Remuneration Committee from time to time.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Lam (i) does not hold any position in the Company or other members of the Group; (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed herein and so far as the Directors are aware, there is no other information relating to Mr. Lam's appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.



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 (the “SGM”) of Samson Paper Holdings 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 Friday, 2 September 2022 at 10:30 a.m. for the purposes of considering, and if thought fit, passing, with or without modification, the following resolutions:

AS SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon any necessary approval of the Registrar of Companies in Bermuda in relation to the proposed change of the name of the Company being obtained, the change of name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited” and the adoption of “建發新勝漿紙有限公司” as the new name in Chinese of the Company for identification purpose only to replace its existing name in Chinese “森信紙業集團有限公司”, which has been used for identification purpose only, (the “**Change of Company Name**”) with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Bermuda be and is hereby approved, and any one director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she may consider necessary or expedient to give effect to the Change of Company Name and the transactions contemplated thereunder.”
2. “**THAT**, subject to and conditional upon the passing of the special resolution no. 1 and with effect from the date of registration as set out on the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda in respect of the change of name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited”:
 - (a) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix I to the circular of the Company dated 25 July 2022, be and are hereby approved;

NOTICE OF SGM

- (b) the new set of bye-laws, incorporating and consolidating all the Proposed Amendments (the “**New Bye-laws**”), a copy of which has been produced to the special general meeting of the Company held on 2 September 2022 at 10:30 a.m. (the “**SGM**”) and marked “**A**” and initialled by the chairman of the SGM for identification purpose, be and are hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-laws, including but not limited to, attending to the necessary filings with the Registrar of Companies in Hong Kong and Bermuda.”

AS ORDINARY RESOLUTION

3. “**THAT** Mr. Lam John Cheung-wah be and is re-elected as an independent non-executive director of the Company.”

By order of the Board
Samson Paper Holdings Limited
Mr. Cheng Dongfang
Chairman and Non-executive Director

* *For identification purpose only*

Hong Kong, 25 July 2022

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 holder 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 senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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.

NOTICE OF SGM

3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 30 August 2022 to Friday, 2 September 2022 (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 Monday, 29 August 2022. Shareholders of the Company whose names appear on the register of members on Friday, 2 September 2022 are entitled to attend and vote at the SGM or any adjourned meetings.
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 10:30 a.m. on Wednesday, 31 August 2022) or any adjournment thereof. The proxy form will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.samsonpaper.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 above meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.samsonpaper.com> and on the "Latest Company Announcements" page of the Stock Exchange website at <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 three executive Directors, namely Mr. SHI Yaofeng, Mr. HUANG Tiansheng and Ms. SHI Chenye; three non-executive Directors, namely Mr. CHENG Dongfang, Mr. LI Shengfeng 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.