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**玖龍紙業(控股)有限公司\***

**NINE DRAGONS PAPER (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2689)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Nine Dragons Paper (Holdings) Limited (the “**Company**”) will be held at 3:00 p.m. on Monday, 23 June 2014 at the Auditorium, 4/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the Longteng Packaging Materials and Chemicals Purchase Agreement dated 8 May 2014 (copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purposes), the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps as set out in the Circular in relation to the Longteng Packaging Materials and Chemicals Purchase Agreement for the three financial years ending 30 June 2017 be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental, ancillary to or in connection with the Longteng Packaging Materials and Chemicals Purchase Agreement and the transactions contemplated thereunder.”

\* *For identification purposes only*

2. **“THAT**

- (a) the Nantong Tenglong Chemicals Purchase Agreement dated 8 May 2014 (copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purposes), the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps as set out in the Circular in relation to the Nantong Tenglong Chemicals Purchase Agreement for the three financial years ending 30 June 2017 be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental, ancillary to or in connection with the Nantong Tenglong Chemicals Purchase Agreement and the transactions contemplated thereunder.”

3. **“THAT**

- (a) the Longteng Packaging Paperboard Supply Agreement dated 8 May 2014 (copy of which is tabled at the meeting and marked “C” and initialed by the chairman of the meeting for identification purposes), the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps as set out in the Circular in relation to the Longteng Packaging Paperboard Supply Agreement for the three financial years ending 30 June 2017 be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental, ancillary to or in connection with the Longteng Packaging Paperboard Supply Agreement and the transactions contemplated thereunder.”

4. **“THAT**

- (a) the Taicang Packaging Paperboard Supply Agreement dated 8 May 2014 (copy of which are tabled at the meeting and marked “D” and initialed by the chairman of the meeting for identification purposes), the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps as set out in the Circular in relation to the Taicang Packaging Paperboard Supply Agreement for the three financial years ending 30 June 2017 be and are hereby approved; and

(c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental, ancillary to or in connection with the Taicang Packaging Paperboard Supply Agreement and the transactions contemplated thereunder.”

5. **“THAT**

(a) the Honglong Packaging Paperboard Supply Agreement dated 8 May 2014 (copy of which is tabled at the meeting and marked “E” and initialed by the chairman of the meeting for identification purposes), the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) the proposed annual caps as set out in the Circular in relation to the Honglong Packaging Paperboard Supply Agreement for the three financial years ending 30 June 2017 be and are hereby approved; and

(c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental, ancillary to or in connection with the Honglong Packaging Paperboard Supply Agreement and the transactions contemplated thereunder.”

6. **“THAT**

(a) the ACN Recovered Paper Purchase Agreement dated 8 May 2014 (copy of which is tabled at the meeting and marked “F” and initialed by the chairman of the meeting for identification purposes), the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) the proposed annual caps as set out in the Circular in relation to the ACN Recovered Paper Purchase Agreement for the three financial years ending 30 June 2017 be and are hereby approved; and

(c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental, ancillary to or in connection with the ACN Recovered Paper Purchase Agreement and the transactions contemplated thereunder.”

7. **“THAT**

(a) the Tianjin ACN Wastepaper Purchase Agreement dated 8 May 2014 (copy of which is tabled at the meeting and marked “G” and initialed by the chairman of the meeting for identification purposes), the terms thereof and the continuing connected transaction contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the proposed annual caps as set out in the Circular in relation to the Tianjin ACN Wastepaper Purchase Agreement for the three financial years ending 30 June 2017 be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental, ancillary to or in connection with the Tianjin ACN Wastepaper Purchase Agreement and the transactions contemplated thereunder.”

By order of the Board  
**Cheng Wai Chu, Judy**  
*Company Secretary*

Hong Kong, 29 May 2014

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business  
in Hong Kong:*  
Room 3129, 31/F  
Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. A form of proxy for the meeting is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority shall be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote.
3. The register of members of the Company will be closed from Thursday, 19 June 2014 to Monday, 23 June 2014, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending the above mentioned meeting, all share certificates with completed transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 18 June 2014.
4. The votes at the above mentioned meeting will be taken by poll.

*As at the date of this notice, Ms. Cheung Yan, Mr. Liu Ming Chung, Mr. Zhang Cheng Fei, Mr. Lau Chun Shun and Mr. Zhang Yuanfu are executive Directors, and Ms. Tam Wai Chu, Maria, Mr. Ng Leung Sing, Dr. Cheng Chi Pang, Mr. Fok Kwong Man and Mr. Wang Hong Bo are independent non-executive Directors.*