



玖龍紙業(控股)有限公司*

NINE DRAGONS PAPER (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 2689)

**Form of proxy for use at the Special General Meeting to be
held on Monday, 23 June 2014 at 3:00 p.m.**

I/We (*note 1*) _____
of _____ being the registered
holder(s) of (*note 2*) _____ ordinary shares of HK\$0.01 each in the share capital of
NINE DRAGONS PAPER (HOLDINGS) LIMITED (the “**Company**”), hereby appoint (*note 3*) the Chairman of the
Meeting or failing him, _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to
be held at the Auditorium, 4/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Monday, 23 June,
2014 at 3:00 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated (*note 4*):

	ORDINARY RESOLUTIONS	FOR (<i>note 4</i>)	AGAINST (<i>note 4</i>)
1.	To approve, ratify and confirm the Longteng Packaging Materials and Chemicals Purchase Agreement, and the proposed annual caps in relation to the Longteng Packaging Materials and Chemicals Purchase Agreement for the three financial years ending 30 June 2017, and to authorise any one director of the Company to execute all documents, instruments and agreements and to do all other acts or things deemed by him/her to be incidental, ancillary to or in connection with the Longteng Packaging Materials and Chemicals Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps for the three financial years ending 30 June 2017.		
2.	To approve, ratify and confirm the Nantong Tenglong Chemicals Purchase Agreement, and the proposed annual caps in relation to the Nantong Tenglong Chemicals Purchase Agreement for the three financial years ending 30 June 2017, and to authorise any one director of the Company to execute all documents, instruments and agreements and to do all other acts or things deemed by him/her to be incidental, ancillary to or in connection with the Nantong Tenglong Chemicals Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps for the three financial years ending 30 June 2017.		
3.	To approve, ratify and confirm the Longteng Packaging Paperboard Supply Agreement, and the proposed annual caps in relation to the Longteng Packaging Paperboard Supply Agreement for the three financial years ending 30 June 2017, and to authorise any one director of the Company to execute all documents, instruments and agreements and to do all other acts or things deemed by him/her to be incidental, ancillary to or in connection with the Longteng Packaging Paperboard Supply Agreement, the transactions contemplated thereunder and the proposed annual caps for the three financial years ending 30 June 2017.		
4.	To approve, ratify and confirm the Taicang Packaging Paperboard Supply Agreement, and the proposed annual caps in relation to the Taicang Packaging Paperboard Supply Agreement for the three financial years ending 30 June 2017, and to authorise any one director of the Company to execute all documents, instruments and agreements and to do all other acts or things deemed by him/her to be incidental, ancillary to or in connection with the Taicang Packaging Paperboard Supply Agreement, the transactions contemplated thereunder and the proposed annual caps for the three financial years ending 30 June 2017.		

* For identification purposes only

ORDINARY RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
5.	To approve, ratify and confirm the Honglong Packaging Paperboard Supply Agreement, and the proposed annual caps in relation to the Honglong Packaging Paperboard Supply Agreement for the three financial years ending 30 June 2017, and to authorise any one director of the Company to execute all documents, instruments and agreements and to do all other acts or things deemed by him/her to be incidental, ancillary to or in connection with the Honglong Packaging Paperboard Supply Agreement, the transactions contemplated thereunder and the proposed annual caps for the three financial years ending 30 June 2017.		
6.	To approve, ratify and confirm the ACN Recovered Paper Purchase Agreement, and the proposed annual caps in relation to the ACN Recovered Paper Purchase Agreement for the three financial years ending 30 June 2017, and to authorise any one director of the Company to execute all documents, instruments and agreements and to do all other acts or things deemed by him/her to be incidental, ancillary to or in connection with the ACN Recovered Paper Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps for the three financial years ending 30 June 2017.		
7.	To approve, ratify and confirm the Tianjin ACN Wastepaper Purchase Agreement, and the proposed annual caps in relation to the Tianjin ACN Wastepaper Purchase Agreement for the three financial years ending 30 June 2017, and to authorise any one director of the Company to execute all documents, instruments and agreements and to do all other acts or things deemed by him/her to be incidental, ancillary to or in connection with the Tianjin ACN Wastepaper Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps for the three financial years ending 30 June 2017.		

Dated this _____ day _____ of 2014.

Signature (note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
4. Please indicate with a "✓" in the appropriate space beside each resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders of any ordinary share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such ordinary shares as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such ordinary shares shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must 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 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.
8. The proxy need not be a shareholder of the Company.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or upon the poll concerned and, in such event, the proxy form shall be deemed to be revoked.