

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

**If you have sold or transferred** all your shares in **NINE DRAGONS PAPER (HOLDINGS) LIMITED**, you should at once hand this circular and the form of proxy enclosed with this circular to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

---



**玖龍紙業(控股)有限公司\***

**NINE DRAGONS PAPER (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2689)**

**PROPOSED GRANT OF SHARE OPTIONS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

---

A notice convening the special general meeting of **Nine Dragons Paper (Holdings) Limited** to be held at the Auditorium, 4/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 11 December 2015 immediately after the conclusion of the annual general meeting of the Company to be held at the same place at 2:30 p.m. on 11 December 2015 is set out on pages 9 to 12 of this circular.

A form of proxy for use by the Shareholders at the special general meeting is enclosed. Whether or not you intend to attend and vote at the special general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

\* *For identification purposes only*

27 October 2015

---

## CONTENTS

---

|   | <i>Page</i> |
|---|-------------|
| <b>Definitions</b> .....                        | 1           |
| <br><b>Letter from the Board</b>                |             |
| 1. Introduction .....                           | 3           |
| 2. Proposed Grant of Share Options .....        | 4           |
| 3. Listing Rules Implications .....             | 5           |
| 4. Reasons for the grant of share options ..... | 7           |
| 5. SGM .....                                    | 7           |
| 6. Recommendation .....                         | 8           |
| 7. Responsibility Statement .....               | 8           |
| <b>Notice of Special General Meeting</b> .....  | 9           |

---

## DEFINITIONS

---

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

|                            |   |
|----------------------------|---|
| “2006 Share Option Scheme” | the share option scheme of the Company adopted by a resolution of the Shareholders on 12 February 2006  |
| “Annual General Meeting”   | the annual general meeting of the Company to be held at the Auditorium, 4/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 11 December 2015 at 2:30 p.m.   |
| “associate(s)”             | has the same meaning as defined in the Listing Rules  |
| “Best Result”              | Best Result Holdings Limited, a company incorporated under the laws of the British Virgin Islands whose issued share capital is held (i) as to approximately 37.073% by Ms. Cheung Yan personally; (ii) as to approximately 37.053% by Goldnew Limited which was held by BNP Paribas Jersey Trust Corporation Limited as the trustee of The Liu Family Trust; (iii) as to approximately 10.000% by Acorn Crest Limited which was held by BNP Paribas Jersey Trust Corporation Limited as the trustee of The Zhang Family Trust; and (iv) as to approximately 15.874% by Winsea Investments Limited which was held by BNP Paribas Jersey Trust Corporation Limited as the trustee of The Golden Nest Trust |
| “Board”                    | the board of Directors  |
| “Company”                  | Nine Dragons Paper (Holdings) Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange  |
| “core connected person(s)” | has the same meaning as defined in the Listing Rules  |
| “Date of Grant”            | 30 September 2015   |
| “Director(s)”              | the director(s) of the Company  |
| “Group”                    | the Company and its subsidiaries  |
| “HK\$”                     | Hong Kong dollar(s), the lawful currency of Hong Kong   |
| “Hong Kong”                | the Hong Kong Special Administrative Region of the PRC  |
| “Independent Shareholders” | Shareholders who are not the Proposed Grantees, their respective associates or core connected persons of the Company  |

---

## DEFINITIONS

---

|                                   |   |
|-----------------------------------|---|
| “Latest Practicable Date”         | 20 October 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular |
| “Listing Rules”                   | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Mr. Lau”                         | Mr. Lau Chun Shun, an executive director and a substantial shareholder of the Company   |
| “Mr. Liu”                         | Mr. Liu Ming Chung, the deputy chairman, an executive director and a substantial shareholder of the Company   |
| “Mr. Zhang”                       | Mr. Zhang Cheng Fei, the deputy chief executive officer, an executive director and a substantial shareholder of the Company                                 |
| “Ms. Cheung”                      | Ms. Cheung Yan, the Chairlady, an executive director and a substantial shareholder of the Company   |
| “Proposed Grant of Share Options” | the conditional grant of the Share Options to the Proposed Grantees to subscribe for a total of 122,000,000 Shares  |
| “Proposed Grantees”               | Ms. Cheung, Mr. Liu, Mr. Zhang and Mr. Lau  |
| “SGM”                             | the special general meeting of the Company to be convened and held for approving the Proposed Grant of Share Options  |
| “Shareholder(s)”                  | the holder(s) of the Share(s)   |
| “Share(s)”                        | ordinary share(s) of HK\$0.10 each in the issued share capital of the Company   |
| “Share Option(s)”                 | the share option(s) granted or to be granted under the 2006 Share Option Scheme   |
| “substantial shareholder”         | has the meaning ascribed to it under the Listing Rules  |
| “Stock Exchange”                  | The Stock Exchange of Hong Kong Limited   |
| “%”                               | per cent  |

*In the event of any inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.*



**玖龍紙業(控股)有限公司\***

**NINE DRAGONS PAPER (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2689)**

*Executive Directors:*

Ms. Cheung Yan (*Chairlady*)

Mr. Liu Ming Chung

*(Deputy Chairman and Chief Executive Officer)*

Mr. Zhang Cheng Fei

*(Deputy Chief Executive Officer)*

Mr. Lau Chun Shun

Mr. Zhang Yuanfu (*Chief Financial Officer*)

*Independent non-executive Directors:*

Ms. Tam Wai Chu, Maria *GBM, JP*

Mr. Ng Leung Sing *SBS, JP*

Dr. Cheng Chi Pang

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business*

*in Hong Kong:*

Unit 1, 22/F

One Harbour Square

181 Hoi Bun Road

Kwun Tong, Kowloon

Hong Kong

27 October 2015

*To the Shareholders and, for information only, holders of the share options*

Dear Sir or Madam,

**PROPOSED GRANT OF SHARE OPTIONS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 30 September 2015 in relation to the grant of Share Options.

The purpose of this circular is to provide you with (i) further information in respect of the Proposed Grant of Share Options; (ii) the recommendation of the Board, including all independent non-executive Directors, in relation to the Proposed Grant of Share Options; and (iii) the notice of the SGM at which ordinary resolutions will be proposed for the Independent Shareholders to consider and if thought fit, approve the Proposed Grant of Share Options.

\* *For identification purposes only*

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED GRANT OF SHARE OPTIONS

On 30 September 2015, the Board (including all independent non-executive Directors of the Company) resolved to grant an aggregate of 130,000,000 Share Options to the Grantees to subscribe for a total of 130,000,000 Shares under the 2006 Share Option Scheme subject to acceptance of the Grantees. The total of 130,000,000 Shares to be subscribed under the Share Options represents approximately 2.79% of the existing issued share capital of the Company as at the Date of Grant. Details of such grant are set out below:

|   |   |
|---|---|
| Date of Grant                               | : 30 September 2015   |
| Exercise price of the Share Options granted | : HK\$4.134 per Share, representing the highest of (i) the closing price of HK\$4.01 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$4.134 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of a Share |
| Number of Share Options granted             | : 130,000,000   |
| Validity period of the Share Options        | : 3 years from the Date of Grant to 29 September 2018   |
| Vesting date of the Share Options           | : 130,000,000 Share Options granted may be exercised on or after 1 April 2016   |

Among the 130,000,000 Share Options granted, 122,000,000 Share Options were granted to the Proposed Grantees as follows:

| Name of Proposed Grantee | Position held with the Group and relationship with the Group                   | Number of Shares to be issued upon full exercise of the Share Options granted | Approximate percentage to existing number of Shares in issue |
|--------------------------|--|---|--|
| Ms. Cheung               | Chairlady, Executive Director and Substantial Shareholder                      | 32,000,000  | 0.69%  |
| Mr. Liu                  | Deputy Chairman, Executive Director and Substantial Shareholder                | 30,000,000  | 0.64%  |
| Mr. Zhang                | Deputy Chief Executive Officer, Executive Director and Substantial Shareholder | 30,000,000  | 0.64%  |
| Mr. Lau                  | Executive Director and Substantial Shareholder                                 | 30,000,000  | 0.64%  |
| Total                    |  | <u>122,000,000</u>  | <u>2.61%</u>   |

---

## LETTER FROM THE BOARD

---

The Shares to be allotted upon the exercise of the Share Options shall rank *pari passu* with the Shares then in issue in all respects, including voting rights, entitlement to dividends, transfer and other rights (including those arising on liquidation of the Company) paid or made on or after the relevant exercise date of the Share Options. The Share Options themselves, however, do not carry any right to voting, dividend, transfer or other rights (including those arising on the liquidation of the Company) prior to their being exercised and the underlying Shares being issued.

### 3. LISTING RULES IMPLICATIONS

Pursuant to Rule 17.04(1) of the Listing Rules and the 2006 Share Option Scheme, any grant of Share Options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, which would result in the Shares issued and to be issued upon exercise of all Share Options already granted and to be granted (including share options exercised, cancelled and outstanding) under the Share Option Scheme or any other schemes of the Group to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of share options must be separately approved by Shareholders in a general meeting. In addition, pursuant to Rule 17.03(4) of the Listing Rules, where any further grant of Share Options to the grantees would result in the Shares issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of Shares in issue, such further grant must be separately approved by Shareholders in general meeting.

#### (i) Grant of Share Options to Ms. Cheung

Ms. Cheung is a substantial shareholder of the Company. As at the Latest Practicable Date, Ms. Cheung had 37.073% interest in Best Result. Best Result directly held 2,992,120,000 Shares, representing approximately 64.12% interest in the Company. In addition, Ms. Cheung had (i) personal interest in 85,597,758 Shares; (ii) spouse interest in 27,094,184 Shares; and (iii) share options in respect of 32,000,000 Shares subject to the approval by the Independent Shareholders of the Company at the SGM.

As the total number of Shares to be issued upon the exercise of the Share Options granted to Ms. Cheung represents in aggregate over 0.1% of the number of Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$4.01 on the Date of Grant, pursuant to Rule 17.04(1) of the Listing Rules, the grant of Share Options to Ms. Cheung is subject to approval by the Independent Shareholders at the SGM at which the grantee, her associates and all core connected persons of the Company (i.e. a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or a close associate (as defined under the Listing Rules) of any of them) shall abstain from voting in favour of the resolution to approve the grant.

---

## LETTER FROM THE BOARD

---

### **(ii) Grant of Share Options to Mr. Liu**

Mr. Liu is a substantial shareholder of the Company. As at the Latest Practicable Date, Mr. Liu through the trustee, BNP Paribas Jersey Trust Corporation Limited, had 37.053% interest in Best Result. Best Result directly held 2,992,120,000 Shares, representing approximately 64.12% interest in the Company. In addition, Mr. Liu had (i) personal interest in 27,094,184 Shares; (ii) spouse interest in 85,597,758 Shares; and (iii) share options in respect of 30,000,000 Shares subject to the approval by the Independent Shareholders of the Company at the SGM.

As the total number of Shares to be issued upon the exercise of the Shares Options granted to Mr. Liu represents in aggregate over 0.1% of the number of Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$4.01 on the Date of Grant, pursuant to Rule 17.04(1) of the Listing Rules, the grant of Share Options to Mr. Liu is subject to the approval by the Independent Shareholders at the SGM at which the grantee, his associates and all core connected persons of the Company (i.e. a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or a close associate (as defined under the Listing Rules) of any of them) shall abstain from voting in favour of the resolution to approve the grant.

### **(iii) Grant of Share Options to Mr. Zhang**

Mr. Zhang is a substantial shareholder of the Company. As at the Latest Practicable Date, Mr. Zhang through the trustee, BNP Paribas Jersey Trust Corporation Limited, had 25.874% interest in Best Result. Best Result directly held 2,992,120,000 Shares, representing approximately 64.12% interest in the Company. In addition, Mr. Zhang had (i) personal interest in 29,899,821 Shares; and (ii) share options in respect of 30,000,000 Shares subject to the approval by the Independent Shareholders of the Company at the SGM.

As the total number of Shares to be issued upon the exercise of the Share Options granted to Mr. Zhang represents in aggregate over 0.1% of the number of Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$4.01 on the Date of Grant, pursuant to Rule 17.04(1) of the Listing Rules, the grant of Share Options to Mr. Zhang is subject to the approval by the Independent Shareholders at the SGM at which the grantee, his associates and all core connected persons of the Company (i.e. a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or a close associate (as defined under the Listing Rules) of any of them) shall abstain from voting in favour of the resolution to approve the grant.

### **(iv) Grant of Share Options to Mr. Lau**

Mr. Lau is a substantial shareholder of the Company. As at the Latest Practicable Date, Mr. Lau is the beneficiary of the trusts and had 52.927% interest in Best Result. Best Result directly held 2,992,120,000 Shares, representing approximately 64.12% interest in the Company. In addition, Mr. Lau had (i) personal interest in 1,830,000 Shares; and (ii) share options in respect of 30,000,000 Shares subject to the approval by the Independent Shareholders of the Company at the SGM.

---

## LETTER FROM THE BOARD

---

As the total number of Shares to be issued upon the exercise of the Share Options granted to Mr. Lau represents in aggregate over 0.1% of the number of Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$4.01 on the Date of Grant, pursuant to Rule 17.04(1) of the Listing Rules, the grant of Share Options to Mr. Lau is subject to approval by the Independent Shareholders at the SGM at which the grantee, his associates and all core connected persons of the Company (i.e. a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or a close associate (as defined under the Listing Rules) of any of them) shall abstain from voting in favour of the resolution for approving the grant.

### **(v) General**

As at the Latest Practicable Date, the Proposed Grantees, their associates and all core connected persons of the Company held in aggregate 3,136,541,763 Shares, representing approximately 67.22% of the issued share capital of the Company, shall abstain from voting in favour of the resolutions proposed at the SGM to approve the Proposed Grant of Share Options.

To the best of the knowledge, information and belief of the Directors, as at the Latest Practicable Date, there was no discrepancy between any beneficial shareholding interest in the Company as disclosed in this circular and the number of shares in the Company in respect of each of them will control or will be entitled to exercise control over the voting right at the SGM.

## **4. REASONS FOR THE GRANT OF SHARE OPTIONS**

The Proposed Grantees are executive Directors of the Group. Given the Proposed Grantees' respective expertise and management skills, their continued contribution to the Group will be of critical importance to the development and growth of the Group. The Directors considered that in order to enhance the Company's capability to motivate and retain the Proposed Grantees, and to further align the interests of the Proposed Grantees with the interests of the Company and the Shareholders, it is important that the Company provides the Proposed Grantees with further incentives by offering them an opportunity to obtain further ownership interest in the Company. The grant of the Share Options serves to provide incentives or rewards to the Proposed Grantees for their contribution to the Group and to retain the Proposed Grantees that are considered to be valuable to the Group.

In view of the above, the grant of the Share Options to the Proposed Grantees is considered to be in the interests of the Company and the Shareholders as a whole.

## **5. SGM**

The notice convening the SGM is set out on pages 9 to 12 of this circular, at which ordinary resolutions will be proposed to approve the Proposed Grant of Share Options.

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules, the voting on the proposed resolution at the SGM will be taken by way of a poll and the poll results of the SGM will be published on the Company's website at [www.ndpaper.com](http://www.ndpaper.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the SGM.

---

## LETTER FROM THE BOARD

---

A form of proxy for use at the SGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM or the adjourned meeting if you so wish.

### 6. RECOMMENDATION

The Board (including all the independent non-executive Directors but excluding the Proposed Grantees who were required to abstain from voting on the resolutions of the Board to approve the Proposed Grant of Share Options) considers that the terms of the Proposed Grant of Share Options are fair and reasonable so far as the Independent Shareholders are concerned, and that the Proposed Grant of Share Options is in the best interests of the Company and its Shareholders as a whole. Therefore, the Board (including all the independent non-executive Directors but excluding the Proposed Grantees who were required to abstain from voting on the resolutions of the Board to approve the Proposed Grant of Share Options) recommends the Independent Shareholders to vote in favour of the resolutions set out in the notice of SGM.

### 7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully  
For and on behalf of the Board  
**Nine Dragons Paper (Holdings) Limited**  
**Cheung Yan**  
*Chairlady*

---

## NOTICE OF SPECIAL GENERAL MEETING

---



**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 IS HEREBY GIVEN** that the Special General Meeting of the Company will be held at the Auditorium, 4/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 11 December 2015 immediately after the conclusion of the annual general meeting of the Company to be held at the same place at 2:30 p.m. on 11 December 2015 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

### ORDINARY RESOLUTIONS

- 1) **“THAT** the grant of share options (the **“Share Options”**) to Ms. Cheung Yan (**“Ms. Cheung”**), the Chairlady, executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 32,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the **“Shares”**) at an exercise price of HK\$4.134 per Share under the share option scheme of the Company adopted by the Company on 12 February 2006 (the **“Share Option Scheme”**) and otherwise on such terms as stipulated in the offer letter to Ms. Cheung issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Ms. Cheung and the issue of such Shares upon the exercise of the Share Options by Ms. Cheung.”
- 2) **“THAT** the grant of share options (the **“Share Options”**) to Mr. Liu Ming Chung (**“Mr. Liu”**), the Deputy Chairman, executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 30,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the **“Shares”**) at an exercise price of HK\$4.134 per Share under the share option scheme of the Company adopted by the Company on 12 February 2006 (the **“Share Option Scheme”**) and otherwise on such terms as stipulated in the offer letter to Mr. Liu issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. Liu and the issue of such Shares upon the exercise of the Share Options by Mr. Liu.”
- 3) **“THAT** the grant of share options (the **“Share Options”**) to Mr. Zhang Cheng Fei (**“Mr. Zhang”**), the Chief Executive Officer, executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The

\* *For identification purposes only*

---

## NOTICE OF SPECIAL GENERAL MEETING

---

Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 30,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$4.134 per Share under the share option scheme of the Company adopted by the Company on 12 February 2006 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to Mr. Zhang issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. Zhang and the issue of such Shares upon the exercise of the Share Options by Mr. Zhang.”

- 4) “**THAT** the grant of share options (the “**Share Options**”) to Mr. Lau Chun Shun (“**Mr. Lau**”), executive director and substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 30,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) at an exercise price of HK\$4.134 per Share under the share option scheme of the Company adopted by the Company on 12 February 2006 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter to Mr. Lau issued by the Company pursuant to the Share Option Scheme be and is hereby approved and **THAT** the board of directors of the Company be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the Share Options to Mr. Lau and the issue of such Shares upon the exercise of the Share Options by Mr. Lau.”

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

Hong Kong, 27 October, 2015

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

*Principal place of business  
in Hong Kong:*  
Unit 1, 22/F  
One Harbour Square  
181 Hoi Bun Road  
Kwun Tong  
Kowloon  
Hong Kong

---

## NOTICE OF SPECIAL GENERAL MEETING

---

### 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, at 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. To ascertain shareholder's eligibility to attend and vote at the Special General Meeting, the register of members of the Company will be closed from Tuesday, 8 December 2015 to Friday, 11 December 2015, both dates inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending and voting at the Special General Meeting, all transfers of shares accompanied by the relevant share certificates 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 for registration before 4:30 p.m. on Monday, 7 December 2015.
4. Each of the resolutions set out in the notice will be voted by way of poll.
5. In the event that a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force two hours before the time of the Meeting, shareholders are suggested to visit the Company's website at [www.ndpaper.com](http://www.ndpaper.com) or to contact the Company's share registrar by telephone on (852) 2980 1333 for arrangements of the Meeting.
6. The Chinese translation of this notice is for reference only. In the event of any inconsistency, the English version shall prevail.

*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 and Dr. Cheng Chi Pang are independent non-executive Directors.*

*This circular ("Circular") (in both English and Chinese versions) has been posted on the Company's website at <http://www.ndpaper.com>. Shareholders who have chosen to receive the Company's Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) via the Company's website and for any reason have difficulty in gaining access to the Circular*

---

## NOTICE OF SPECIAL GENERAL MEETING

---

*posted on the Company's website will promptly upon request be sent by post the Circular in printed form free of charge. Shareholders may at any time change their choice of means of receipt and language of the Corporate Communications.*

*Shareholders may request for printed copy of the Circular or change their choice of means of receipt and language of the Corporate Communications by sending reasonable notice in writing to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or by sending an email to [ndpaper-ecom@hk.tricorglobal.com](mailto:ndpaper-ecom@hk.tricorglobal.com).*

*Shareholders who have chosen to receive the Company's Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.*