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If you have sold or transferred all your shares in Samson Paper Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the 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)

**CONTINUING CONNECTED TRANSACTIONS
AND
NOTICE OF SGM**

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**

**HALCYON鎧盛
HALCYON CAPITAL LIMITED**

A letter from the board of directors of the Company is set out on pages 3 to 10 of this circular. A letter from the Independent Board Committee is set out on page 11 of this circular. A letter from Halcyon Capital Limited, the independent financial adviser, is set out on pages 12 to 22 of this circular.

A notice convening the SGM to be held at 4th Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 24 September 2013 at 11 a.m. (or as soon as possible immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same date) is set out on pages 26 to 28 of this circular. A form of proxy for use at the SGM is enclosed herewith. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company at 3rd Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

* *For identification purpose only*

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DEFINITIONS

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

“associate”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Commencement Date”	the day after the condition precedent of the New Master Agreement is fulfilled
“Company”	Samson Paper Holdings Limited, a company incorporated under the laws of Bermuda with limited liability, the ordinary shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“CP Share”	the unlisted convertible non-voting preference shares of HK\$0.10 each in the capital of the Company
“DaiEi HK”	DaiEi Papers (H.K.) Limited, a company incorporated in Hong Kong
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Historical Transactions”	the historical transactions entered into between the Group and KPP Group disclosed in the section headed “ <i>Historical Transactions between the Group and KPP Group</i> ” of this circular
“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
“Independent Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors
“Independent Financial Adviser”	Halcyon Capital Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders
“Independent Shareholders”	Shareholders other than DaiEi HK and its associate(s), if any
“KPP”	Kokusai Pulp and Paper Company Limited, a company incorporated in Japan
“KPP Group”	KPP and its subsidiaries

DEFINITIONS

“Latest Practicable Date”	27 August 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mission Sky”	Mission Sky Group Limited, a company incorporated in the British Virgin Islands and a 77.70% owned subsidiary of the Company
“Model Code”	the “Model Code for Securities Transactions by Directors of Listing Companies” as adopted by the Company
“New Master Agreement”	the new master agreement dated 25 July 2013 between Samson Paper HK and DaiEi HK
“Paper Products”	various brands of book printing paper, packaging board, waste paper and other paper products
“Relevant Caps”	the proposed ceiling for the annual amounts payable or receivable by the Group (as the case may be) in the relevant periods for the proposed transactions under the New Master Agreement, the particulars of which are set out in the paragraph titled “ <i>Relevant Caps</i> ” in the section titled “ <i>Letter from the Board</i> ” in this circular
“Samson Paper HK”	Samson Paper Company Limited (森信洋紙有限公司), a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company to be convened and held at 4th Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 24 September 2013 at 11 a.m. (or as soon as possible immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same date) or any adjournment thereof
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholders”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.



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. Sham Kit Ying (*Chairman*)
Mr. Lee Seng Jin (*Deputy Chairman*)
Mr. Chow Wing Yuen
Ms. Sham Yee Lan, Peggy
Mr. Lee Yue Kong, Albert

Non-executive Director

Mr. Lau Wang Yip, Eric

Independent non-executive Directors

Mr. Pang Wing Kin, Patrick
Mr. Tong Yat Chong
Mr. Ng Hung Sui, Kenneth

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Principal place of business
in Hong Kong:*

3rd Floor
Seapower Industrial Centre
177 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

30 August 2013

To the Shareholders and, for information only, holders of the CP Shares

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS
AND
NOTICE OF SGM**

1. INTRODUCTION

The Board announced on 26 July 2013 that a subsidiary from each of the Group and KPP Group entered into the New Master Agreement to provide a formal and unified framework of operations for the supply and purchase transactions between the two groups, pursuant to which the Group and KPP Group may sell and purchase the Paper Products to and from each other.

* *For identification purpose only*

LETTER FROM THE BOARD

The purposes of this circular are:

- (a) to provide you with additional information in relation to the New Master Agreement, the relevant transactions, the Relevant Caps thereunder and the Historical Transactions;
- (b) to set out the recommendation and advice of the Independent Board Committee after taking into consideration of the recommendation and advice of the Independent Financial Adviser;
- (c) to set out the recommendation and advice from the Independent Financial Adviser; and
- (d) to set out the notice of SGM.

2. CONTINUING CONNECTED TRANSACTIONS

On 25 July 2013, Samson Paper HK (a subsidiary of the Company) and DaiEi HK (a subsidiary of KPP) entered into the New Master Agreement pursuant to which the Group and KPP Group may sell and purchase the Paper Products to and from each other. As KPP and its subsidiaries (being associates of KPP) are connected persons of the Group by virtue of KPP's 22.30% interest as a substantial shareholder in Mission Sky (a subsidiary of the Company), the supply and purchase transactions with KPP Group under the New Master Agreement will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

A. The New Master Agreement

Date:

25 July 2013

Parties:

- (1) Samson Paper HK, a subsidiary of the Company; and
- (2) DaiEi HK, a subsidiary of KPP and a connected person of the Company

Condition precedent:

The New Master Agreement is subject to and conditional upon the approval by the Independent Shareholders at the SGM.

Period of the New Master Agreement:

The New Master Agreement is for a term commencing from the Commencement Date up to and including 31 March 2016 unless terminated earlier in accordance with the New Master Agreement.

LETTER FROM THE BOARD

Details of the transactions:

Sale and purchase of the Paper Products between the Group and KPP Group

Members of the Group and KPP Group may sell and purchase the Paper Products to and from each other by entering into individual sale and purchase orders during the term.

Designated transaction parties

Samson Paper HK may designate any member(s) of the Group and/or (with the prior approval of DaiEi HK) any associate(s) of the Company and DaiEi HK may designate any member(s) of KPP Group and/or (with the prior approval of Samson Paper HK) any associate(s) of KPP, as the purchaser(s) and/or the vendor(s) to enter into transactions under the New Master Agreement. Samson Paper HK and DaiEi HK shall respectively procure its designated parties to perform the transactions according to the requirements of the New Master Agreement.

Price determination:

The price of the Paper Products to be sold by KPP Group to the Group or by the Group to KPP Group pursuant to the New Master Agreement shall be determined by reference to the prevailing market prices of relevant Paper Products, provided always that any sales quotation or purchase order shall be either on normal commercial terms or on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties.

Observance of the Relevant Caps:

Where any transaction the amount of which (when aggregated with any other transaction(s) between the Group and KPP Group under the Listing Rules) may exceed the Relevant Caps announced by the Company from time to time, such transaction shall be subject to and conditional upon the further approval by the Company and compliance with the applicable requirements of the Listing Rules.

LETTER FROM THE BOARD

B. Relevant Caps

During the period of the New Master Agreement, it is projected that the amounts payable by and to the Group respectively shall not exceed the Relevant Caps in respect of each of the relevant financial periods, the details of which are as follows:

Relevant financial periods	Commencement Date to 31 March 2014	1 April 2014 to 31 March 2015	1 April 2015 to 31 March 2016
Relevant Caps in respect of purchases by the Group from KPP Group:	HK\$980,000,000	HK\$1,543,000,000	HK\$1,742,000,000
Relevant Caps in respect of sales to KPP Group by the Group:	HK\$275,000,000	HK\$433,000,000	HK\$698,000,000

The consideration payable by the Group will be settled through the internal resources of the Group in accordance with the terms of the relevant purchase orders.

C. Basis of the Relevant Caps

The Relevant Caps are determined with reference to factors including but not limited to the following:

Relevant Caps in respect of purchases from KPP Group by the Group:

1. the market outlook in the paper products industries during the expected period of the New Master Agreement;
2. supplier mix, historical and expected purchase volume of the Group;
3. the potential fluctuations in respect of the estimated prices of the various types of paper products; and
4. the production capacity of the Group's production facility.

Relevant Caps in respect of sales to KPP Group by the Group:

1. the market outlook in the paper products industries during the expected period of the New Master Agreement;
2. the potential fluctuations in respect of the estimated prices of the various types of paper products;
3. historical and expected sales trend of the Group; and
4. the production capacity of the Group's production facility.

LETTER FROM THE BOARD

The Company anticipates the market outlook during the period of the New Master Agreement to have a steadily increasing demand of sales and purchases of paper products, which may contribute to an increase in the Group's transactions volume with KPP Group and a potential increase in prices. Depending on the terms offered by and the availability of settlement credit with KPP Group and other suppliers in general, the Group may adjust its supplier mix from time to time.

In light of the historical sales trend of the Group, any increase in the Group's production scheduling frequency and capacity planning will stimulate waste paper (raw material) purchases with KPP Group and result in more Paper Products produced to meet customers' demand, which may also contribute to an increase in total transaction amounts.

The Relevant Caps are determined in compliance with the requirements of the Listing Rules and should not be taken as any commitment or indication on the part of the parties to the transactions as to the future volume, pricing or frequency of transactions. In the event the actual transaction amounts may likely exceed the Relevant Caps, the Company will re-comply with the applicable requirements under the Listing Rules.

D. Pricing and payment

The accounting personnel of the Group maintains quarterly records of the market prices of different types of Paper Products which the Group is expected to deal with offered by independent third parties generally from independent published sources, including information providers for the global forest and paper product industry. Prior to entering into a proposed transaction with KPP Group, the operations personnel of the Group would compare the proposed pricing thereof with the pricing in the Group's purchases or sales (as the case may be) for similar paper products with independent third parties in the most recent quarter. If no recent comparable transaction is present, the Group would refer to its quarterly records from the published sources for recent market prices of similar paper products as a base reference to ensure that the pricing for the proposed transaction would be determined on an arm's length basis or on terms no less favourable to the Group than terms available to or from independent third parties.

Payment will generally be settled by the purchaser in cash or by banker's acceptance drafts within a payment period of not more than 120 days in accordance with market practice.

LETTER FROM THE BOARD

E. Historical Transactions between the Group and KPP Group

Set out below are the approximate amounts of historical paper products transactions between the Group and KPP Group. Such transactions were entered into in the ordinary and usual course of business of the Group, on normal commercial terms, were fair and reasonable and in the interest of the Company and the Shareholders as a whole:

	For the year ended 31 March	
	2012	2013
	<i>HK\$ in</i>	<i>HK\$ in</i>
	<i>millions</i>	<i>millions</i>
Historical sales to KPP Group	Nil	Nil
Historical purchases from KPP Group	941	718

As KPP and its subsidiaries are connected persons of the Group by virtue of KPP's 22.30% interest in Mission Sky acquired on 15 March 2012, the Historical Transactions from 15 March 2012 onwards also constituted continuing connected transactions between the Group and the KPP Group, further information of which was set out in the announcement of the Company of 26 July 2013.

F. Reasons for and benefits of entering into the New Master Agreement

The New Master Agreement is expected to provide a formal and unified framework of operations for the supply and purchase transactions between the Group and KPP Group pursuant to which the Group and KPP Group may sell and purchase the Paper Products to and from each other. The proposed transactions under the New Master Agreement will be carried out in the usual and ordinary course of business of the Group. To enhance the Group's sales network, the Group also plans to sell the Paper Products produced by the Group's PRC production facility to certain subsidiaries of KPP, as the Group and KPP Group may carry different brands or grades of Paper Products from time to time, It is hoped that the supply arrangements between the two groups would allow for a more flexible and cost-effective sourcing of different brands or grades of the Paper Products for the Group. The execution of each sales or purchase transaction between members of the Group and KPP Group will be made in accordance with the terms of the relevant sales or purchase orders.

G. Listing Rules implications

The proposed transactions with KPP Group under the New Master Agreement will constitute continuing connected transactions of the Company. As the applicable percentage ratios for the Relevant Caps in respect of such transactions are greater than 5% and each of the Relevant Caps is greater than HK\$10,000,000, such transactions under the New Master Agreement are subject to the reporting, announcement, independent shareholders approval and annual review requirements under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

None of the Directors have any material interests in the New Master Agreement or the proposed transactions thereunder and accordingly none of the Directors had abstained from voting on the relevant resolution proposed at the board meeting of the Company to approve the the New Master Agreement, the relevant transactions and the Relevant Caps thereunder.

The Independent Board Committee has been established to advise the Independent Shareholders on the New Master Agreement, the relevant transactions and the Relevant Caps and the Independent Financial Adviser has been appointed by the Company as an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the same.

H. Information on the parties

The Group is principally engaged in investment holding, manufacturing, trading and marketing of paper products, the trading of consumable aeronautic parts and marine services.

KPP is an international paper trading company incorporated in Japan and principally engaged in trading and marketing of paper products.

DaiEi HK is principally engaged in trading of various paper products and act as paper agent of paper mills in the sale of paper products.

3. SGM

The SGM will be convened for the Independent Shareholders to consider and, if thought fit, approve the New Master Agreement, the relevant transactions and the Relevant Caps. In accordance with the Listing Rules, all votes at the SGM shall generally be taken by way of poll.

Under the Listing Rules, any connected person with a material interest in a proposed transaction, and any shareholder with a material interest in such transaction and its associate(s), shall not vote at the relevant general meeting on the relevant resolution(s). As at the Latest Practicable Date and so far as the Company is aware after making reasonable enquiries, save for DaiEi HK which is interested in 20,000,000 Shares (representing 1.75% of the entire issued share capital of the Company) and DaiEi HK and its associates being the transaction parties to the New Master Agreement and the Historical Transactions, no other Shareholder is required to abstain from voting on the resolution to be proposed at the SGM.

Set out on pages 26 to 28 of this circular is the notice convening the SGM.

4. ACTION TO BE TAKEN

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company at

LETTER FROM THE BOARD

3rd Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, 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 or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment hereof should you so wish.

5. RECOMMENDATION

Your attention is drawn to:

- (a) the letter from the Independent Board Committee set out on page 11 of this circular which contains its recommendation and advice to the Independent Shareholders; and
- (b) the letter from the Independent Financial Adviser set out on pages 12 to 22 of this circular which contains its recommendation and advice to the Independent Board Committee and the Independent Shareholders.

Based on the relevant information disclosed herein, the Directors consider that the New Master Agreement, the relevant transactions and the Relevant Caps are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole and accordingly recommend that the Independent Shareholders vote in favour of the ordinary resolution to be proposed at the SGM.

6. ADDITIONAL INFORMATION

Your attention is also drawn to the general information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Mr. Sham Kit Ying
Chairman



SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 731)

30 August 2013

To the Independent Shareholders

Dear Sir or Madam,

We refer to the circular of the Company dated 30 August 2013 (the “**Circular**”) to the Shareholders, of which this letter forms part. Capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed by the Board as the Independent Board Committee in relation to the matter regarding the New Master Agreement and the proposed transactions thereunder.

The Independent Financial Adviser has been appointed the independent financial adviser to make recommendations to the Independent Board Committee and the Independent Shareholders in relation to the fairness and reasonableness of the New Master Agreement and the proposed transactions thereunder and to advise the Independent Shareholders as to how to vote. Particulars of the letter from the Independent Financial Adviser together with the principal factors taken into consideration are set out on pages 12 to 22 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 3 to 10 of the Circular and the additional information set out in the Appendix to the Circular.

Having considered the recommendation and advice given by the Independent Financial Adviser, we consider that the terms of the New Master Agreement, the relevant transactions and the Relevant Caps are in the ordinary and usual course of business of the Group, on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole and accordingly we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM.

Yours faithfully,
Independent Board Committee

Mr. Pang Wing Kin, Patrick

Mr. Tong Yat Chong

Mr. Ng Hung Sui, Kenneth

* *For identification purpose only*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter of advice from Halcyon Capital Limited to the Independent Board Committee and the Independent Shareholders which has been prepared for the purpose of the inclusion in this circular.



Halcyon Capital Limited
11/F, 8 Wyndham Street
Central
Hong Kong

30 August 2013

*To: the Independent Board Committee and
the Independent Shareholders*

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the continuing supply and purchase of Paper Products between KPP Group and the Group pursuant to the terms of the New Master Agreement (the “Transactions”) which the Independent Shareholders’ approval is being sought subject to the Relevant Caps. Details of the New Master Agreement and the Relevant Caps are set out in the letter from the Board contained in the circular of the Company to the Shareholders dated 30 August 2013 (the “Circular”), of which this letter forms part. Unless the context otherwise requires, capitalized terms used in this letter shall have the same meaning as those defined in the Circular.

Mission Sky is a non-wholly owned subsidiary of the Company and is owned as to 22.30% by KPP. By virtue of KPP’s shareholding in Mission Sky, KPP and its subsidiaries are therefore connected persons of the Company. Accordingly, the transactions contemplated under the New Master Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the Company anticipates that the applicable percentage ratios for the transactions contemplated under the New Master Agreement for the three years ending 31 March 2016 are, on an annual basis, more than 5% and the total annual consideration for the New Master Agreement is more than HK\$10 million, the New Master Agreement and the transactions contemplated thereunder (including the Relevant Caps), will be subject to the reporting, announcement and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules. KPP and its associates (to the extent they hold Shares) and any Shareholders who are materially interested in the New Master Agreement shall abstain from voting in relation to the terms of the New Master Agreement and the transactions contemplated thereunder (including the Relevant Caps). As at the Latest

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Practicable Date, to the best knowledge of the Directors, KPP and his associates together held 20,000,000 Shares representing approximately 1.75% of the issued share capital of the Company.

The Independent Board Committee comprising all the independent non-executive Directors, namely Messrs. Pang Wing Kin, Patrick, Tong Yat Chong and Ng Hung Sui, Kenneth, has been established to advise the Independent Shareholders as to whether the terms of the New Master Agreement and the transactions contemplated thereunder (including the Relevant Caps) are fair and reasonable so far as the Independent Shareholders are concerned and is in the interest of the Company and the Independent Shareholders as a whole and how to vote on the relevant resolution in the SGM. We have been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the information, financial information and facts supplied to us and representations expressed by the Directors and/or the management of the Company and have assumed that all such information, financial information and facts and any representations made to us or referred to in the announcement of the Company dated 26 July 2013 and the Circular, for which they are fully responsible, are true, accurate and complete as at the time they were made and as at the date hereof and made after due and careful inquiry by the Directors and/or management of the Company. We have been advised by the Directors and/or the management of the Company that all relevant information has been supplied to us and that no material facts have been omitted from the information supplied and representations expressed to us. We have also relied on certain information available to the public and have assumed such information to be accurate and reliable. We have no reason to doubt the completeness, truth or accuracy of the information and facts provided and we are not aware of any facts or circumstances which would render such information provided and representations made to us untrue, inaccurate or misleading.

Our review and analyses were based upon, among others, the information provided by the Company including the New Master Agreement and certain published information from the public domain. We have also discussed with the Directors and/or the management of the Company with respect to the terms of and reasons for the transaction contemplated under the New Master Agreement (including the Relevant Caps), and considered that we have reviewed sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent verification of the information nor have we conducted any form of in-depth investigation into the businesses, affairs, financial position or prospects of the Group, KPP Group and each of their respective associates, and the parties involved in the transaction contemplated under the New Master Agreement.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our recommendation in respect of the transactions contemplated under the New Master Agreement (including the Relevant Caps), we have considered the following principal factors and reasons:

1. Background to and reasons for the entering into of the New Master Agreement

The Group is principally engaged in investment holdings, manufacturing, trading and marketing of paper products, and trading of consumable aeronautic parts and marine services. According to the Directors, with over 45 years of history in the paper industry, the Group enjoys synergies from vertical integration of paper trading and paper manufacturing business. The Group's sales network in the Asia Pacific Region and the paper mill in the PRC enable the Group to capture the demand for paper from various industrial areas in China.

In recent years, the Group continued to further expand its presence in the PRC, as at 31 March 2013, the Group has sales offices in 20 cities across the country and the PRC continues to be the Group's largest market, accounting for approximately 67% of the total turnover of paper products of the Group for the year ended 31 March 2013.

As advised by the Directors, KPP Group is a Japanese trading conglomerate engaging in the trading and marketing of papers and boards and possesses a strong distribution network both within Japan and internationally.

KPP Group is one of the suppliers of the Group and the Group for many years had from time to time sourced various paper products through certain subsidiaries of KPP. Throughout the years, KPP Group had also made small amount of purchase of certain Paper Products from the Group and had a long-term relationship with KPP Group by which both parties had shared marketing information in enhancing the co-operation in the paper trading business.

On 15 March 2012, KPP acquired 22.30% equity interest in Mission Sky, a subsidiary of the Group and the holding company of one of the Group's paper manufacturing and trading arms in the PRC, and became a connected person of the Group. In 2013, to complement the Group's sales network, the Group considered (in addition to procurement from KPP Group) to sell certain paper products produced by the Group's paper mill to KPP Group to benefit from its international distribution network. As the Group and KPP Group may carry different brands or grades of paper products from time to time, it is expected that the reciprocal supply arrangements between the two groups would help augment the availability and diversity of paper products and increase sales for the Group. The Directors are also of the view that the supply arrangement between the two Groups would allow for more flexible and cost-effective sourcing of different brands or grades of the Paper Products for the Group. To unify such supply arrangements between the Group and KPP Group, Samson Paper HK, a subsidiary of the Company and DaiEi HK, a subsidiary of KPP entered into the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

New Master Agreement on 25 July 2013 (conditional upon the Independent Shareholder's approval) in respect of the sale and purchase of Paper Products between the Group and KPP Group up to 31 March 2016.

The Directors considered that the New Master Agreement gives the Group flexibility but not an obligation to engage KPP Group whenever the Directors consider appropriate.

The New Master Agreement is expected to provide a formal and unified framework of the operations for the supply and purchase transactions between the Group and KPP Group. In view of the principal business activities of the Group and its long term business relationship with KPP Group, we consider that the entering into of the New Master Agreement for the purpose of purchasing and supplying of Paper Products on an on-going basis from/to KPP Group are in the ordinary and usual course of business of the Group.

2. Principal terms of the New Master Agreement

Pursuant to the New Master Agreement, the members of the Group and KPP Group may sell and purchase the Paper Products (including book printing paper, packaging board, waste paper and other paper products) to and from each other. The execution of each sales or purchase transaction between members of the Group and KPP Group will be in accordance with the relevant terms of the separate invoices, purchase orders and other agreements in a form to be agreed between the relevant parties from time to time.

The New Master Agreement is for a term commencing from the Commencement Date up to and including 31 March 2016 (i.e. less than 3 financial years of the Company) unless terminated earlier in accordance with the terms of the New Master Agreement.

The price of the Paper Products to be sold by KPP Group to the Group or by the Group to KPP Group pursuant to the New Master Agreement shall be determined by reference to the prevailing market prices of relevant Paper Products, provided always that any sales quotation or purchase order shall be either on normal commercial terms or on terms no less favorable to the Group than terms available to or from (as appropriate) independent third parties.

According to the Directors, a pricing mechanism has been and will continue to be adopted by the Group in determining the prevailing market prices for each individual sale and purchase transactions between the Group to all suppliers and customers (the "Pricing Mechanism"). Under the Pricing Mechanism, (i) the accounting personnel of the Group maintains quarterly records of the market prices of different types of Paper Products which the Group is expected to deal with from independent published sources; (ii) prior to entering into a proposed transaction with KPP Group, the operations personnel of the Group would compare the proposed prices with the prices in the Group's purchases or sales (as the case may be) for similar paper products with independent third parties in the most recent quarter; (iii) should there be no

comparable transaction to determine the proposed price, the Group would refer to its records from the published sources for recent market prices of similar paper products as a base reference to ensure that the pricing for such proposed transaction would be determined on an arm's length basis or on terms no less favourable to the Group than terms available to or from independent third parties; and (iv) the sales director of the Group is responsible to ensure compliance with the Pricing Mechanism. In addition, by the commencement of the New Master Agreement, each year the auditors of the Company (currently, PricewaterhouseCoopers) would provide a letter to confirm that the Transactions are in accordance with the pricing policies of the Group.

According to the Directors, payment will generally be settled by the relevant parties in cash or by banker's acceptance drafts within a payment period of not more than 120 days in accordance with market practice.

3. Comparison of terms with independent third parties

As KPP Group is one of the suppliers of the Group for many years, the Directors determine that terms of purchases transactions entered into previously were and going forward will continue to be negotiated and determined in an arm's length manner and in accordance with the Pricing Mechanism of the Group. We have reviewed sample contracts for historical purchase transactions between the Group and KPP Group subsequent to KPP Group became a connected person of the Group against similar contracts entered into between the Group and other independent suppliers. We noted that the terms (including price and payment terms) under the contracts of individual purchase of Paper Products by the Group from KPP Group are comparable to and no less favorable to those entered into by the Group with independent third parties.

Historical sales with KPP Group were entered into during the year ended 31 March 2011, prior to the time KPP Group became connected person of the Group. According to the Directors, such sales transactions were arm's length transactions and on normal commercial terms. No further sales transactions were entered into subsequent to KPP Group became connected person of the Group. Going forward, according to the Directors, relevant policies and procedures (including but not limited to conduct checks on market prices of the relevant paper products that are offered to independent third parties from time to time) will be in place, to ensure that the terms of the sales transactions to be entered into by the Group with KPP Group carried out under the New Master Agreement, will be no less favorable to those entered into by the Group with other independent third parties.

In view of (i) the nature of the Transactions which will be conducted is in the ordinary and usual course of business of the Group; (ii) the Pricing Mechanism adopted and to be continued to be adopted by the Group in determining the prevailing market prices is based on independent published sources; (iii) as discussed with the Directors, the Group with over 45 years of history in the paper industry, is one of the active market participants which the Group is able to obtain sufficient market information (including pricing and payment terms) from day to day business operation and interaction with other market participants (KPP Group is only one of the suppliers

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and customers of the Group which the Group will be able to obtain other pricing and payment terms information from other customers and suppliers); (iv) the fact that the Group adopted the same Pricing Mechanism in determining transaction price with both KPP Group and independent suppliers or customers; and (v) our review of the sample contracts for historical purchase transactions with KPP Group against contracts entered into with independent third parties as stated above, we are of the view that the Pricing Mechanism and payment terms by reference principally to prevailing market prices and practices is a fair mechanism and the New Master Agreement is on normal commercial terms and fair and reasonable so far as the Independent Shareholders are concerned.

4. Basis of the Revised Annual Caps

The transactions contemplated under the New Master Agreement are subject to the Listing Rules' requirements and conditions as more particularly discussed under the section headed "Reporting requirements and conditions of the Transactions" below. In particular the continuing connected transactions are subject to the Relevant Caps as discussed below.

In assessing the reasonableness of the Relevant Caps, we have discussed with the Directors and the management of the Group, the basis and assumptions underlying the projections for the sale and purchase of Paper Products between the Group and KPP Group for the purpose of setting the Relevant Caps.

(i) Review of the historical figures

Set out below strictly for reference are the approximate historical purchases and sales of Paper Products from KPP Group during the two years ended 31 March 2013:

	For the year ended 31 March	
	2012	2013
	<i>HK\$' in million</i>	<i>HK\$' in million</i>
Historical sales to KPP Group	Nil	Nil
Historical purchases from KPP Group	941	718

Save for a small amount of sales of approximately HK\$3 million during the year ended 31 March 2011, for the two years ended 31 March 2013 and subsequent to KPP Group became connected person of the Group, the Group did not enter into any sales of Paper Products transactions with KPP Group. The Group would only commence the sales of Paper Products transaction with KPP Group upon the approval of the New Master Agreement by the Independent Shareholders.

According to the Directors, driven by the increasing sales in paper trading business in the PRC for the year ended 31 March 2012, the Group increased the purchases volume from KPP Group and the Group recorded an increase in purchase amount from KPP Group of approximately 25.3% to HK\$941 million.

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The decrease in purchase value of the Group from KPP Group for the year ended 31 March 2013 was mainly contributed by (i) the favorable pricing activities launched by the other independent suppliers of the Group during the year, of which, the Group purchased additional amount of favorable priced items of Paper Products from other suppliers and (ii) downward paper price trend during the year 2012 as a result of the adverse market situation hence resulted in a decrease in transaction amount of approximately 23.7% to HK\$718 million for the year ended 31 March 2013.

We note that such purchases of Paper Products on an on-going basis from KPP Group were in the ordinary and usual course of business of the Group, on normal commercial terms, were fair and reasonable and in the interest of the Company and the Shareholders as a whole.

(ii) Assessment of the Relevant Caps

When assessing the reasonableness of the Relevant Caps, we have discussed with the Directors the basis and assumptions underlying the projection of the Relevant Caps.

Set out below are the approximate amounts of Relevant Caps being proposed for the transactions contemplated under the New Master Agreement in respect of sales of Paper Products to KPP Group by the Group for each of the three years ending 31 March 2016:

	Commencement Date to 31 March 2014	For the year ending 31 March	
	HK\$' in million	2015 HK\$' in million	2016 HK\$' in million
Relevant Caps in respect of sales to KPP Group by the Group	275	433	698

In estimating the total sales of Paper Products to KPP Group for the purpose of setting the Relevant Cap for the three years ending 31 March 2016, the Directors have taken into account (i) the historical and prevailing capacity of the Group's production facilities for the relevant period(s); (ii) the possible range of Paper Products to be sold by the Group; and (iii) the targeted purchase quantity of KPP Group (as discussed between the Group and KPP Group by making reference to the existing sales network of KPP Group and the intention of both parties to further enhance their co-operation) multiplied by the market price of the Paper Products with reference to the prevailing selling price. In determining the prevailing selling price for sales to KPP Group, the Group shall refer to (i) the price of such products as sold by the Group to the independent third parties

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(selling price as stipulated in sales orders entered into by the Group with other independent third parties in 2013); and (ii) for new products, on a cost plus margin basis with reference to the price of similar products as sold by the Group to independent third party customers and the price offered by independent third parties for such products.

The 57.5% increase in Relevant Cap for the year ending 31 March 2015, will take into account the projected full financial year sales transaction value of KPP Group in 2013 and an annual growth rate of 7.5% catering for possible price increment or increase in demand of the Paper Products.

Save as disclosed above, the growth in the Relevant Cap for the year ending 31 March 2016 by 61.2% as compared to the Relevant Cap for the year ending 31 March 2015 is mainly driven by (i) the annual growth rate of 7.5% as explained above; and (ii) the additional growth catering for the tentative upcoming increase in the Group's production capacity for the year ending 31 March 2016 and the Directors have considered appointing KPP Group as one of the possible sales agents for the Group's additional Paper Products production.

Set out below are the Relevant Caps being proposed for the transactions contemplated under the New Master Agreement in respect of the purchases of Paper Products from KPP Group by the Group for each of the three years ending 31 March 2016:

	Commencement Date to 31 March 2014	For the year ending 31 March	
	2014	2015	2016
	<i>HK\$' in million</i>	<i>HK\$' in million</i>	<i>HK\$' in million</i>
Relevant Caps in respect of purchases from KPP Group by the Group	980	1,543	1,742

In determining the Relevant Cap under the New Master Agreement for the three years ending 31 March 2016, the Directors have taken into account (i) the estimated quantity of Paper Products to be purchased by the Group under the individual purchase order and purchase contracts entered into by the Group with KPP Group; (ii) historical Paper Products quantity supplied by KPP Group; (iii) the historical and possible range of Paper Products purchased and to be purchased by the Group; (iv) the possibility of re-arrangement of supplier mix; and (v) production capacity of the Group's PRC production facility and the respective raw material (i.e. waste paper) required. The Directors have also adopted the

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prevailing market price for the Paper Production when determining the Relevant Caps and built-in an annual growth rate of approximately 7.5% as general buffer catering for possible price increment or increase in demand of the Paper Products.

According to the Directors, the price of Paper Products has been stabilized from a downward trend towards the end of the financial year in the first quarter 2013. As a result, when determining the Relevant Caps, the Directors have also considered the possible recovery of the economy and hence the demand of Paper Products in the second half of 2013 and the stabilized prices for Paper Products since early 2013.

The Relevant Cap for the period between the Commencement Date up to 31 March 2014 represents an increase of 36.5%, as compared to the historical value for the year ended 31 March 2013. In estimating the total purchases of Paper Products from KPP Group, the Directors took into account the prevailing market price of the Paper Products according to recent purchase of similar Paper Products from other independent third parties. The Directors have also considered the historical transaction value for the two years ended 31 March 2012 over that of 2013, as the transaction value for the year ended 31 March 2013 had factored in the favorable pricing exercises offered by other independent suppliers. In addition, the growth of 36.5% on the Relevant Cap for the period between the Commencement Date up to 31 March 2014 also took into account the possibility of re-arrangement of the supplier mix. Due to the long-term co-operation relationship with KPP Group, it is anticipated that depending on the terms offered by and the availability of settlement credit with KPP Group, the Group may consider a possible increase in purchases from KPP Group in the supplier mix, provided that the terms provided by KPP Group are no less favorable to independent third parties.

The Relevant Cap for the year ending 31 March 2015 of HK\$1,543 million represent a growth of 57.4% as compared to the Relevant Cap for the year ending 31 March 2014. Such increase accounted for the full year purchase transaction value from KPP Group and an annual growth rate of 7.5% catering for possible buffer for price increment or increase in purchase quantity of the Paper Products from KPP Group. The further increase in Relevant Cap for the year ending 31 March 2016 by approximately 12.9% took into account (i) the annual growth rate of 7.5% as explained above; and (ii) the additional growth catering for the tentative upcoming increase in the Group's production capacity for the year ending 31 March 2016 with the increased need for waste paper, as raw materials, which could be sourced from KPP Group.

5. Reporting requirements and conditions of the Transactions

Pursuant to Rules 14A.37 to 14A.40 of the Listing Rules, the Transactions are subject to the following annual review requirements:

- (a) each year the independent non-executive Directors must review the Transactions and confirm in the annual report and accounts that the Transactions have been entered into:
 - (i) in the ordinary and usual course of business of the Group;
 - (ii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
 - (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole;
- (b) each year the auditors of the Company (currently, PricewaterhouseCoopers) must provide a letter to the Board (with a copy provided to the Stock Exchange at least ten business days prior to the bulk printing of the Company's annual report) confirming that the Transactions:
 - (i) have received the approval of the Board;
 - (ii) are in accordance with the pricing policies of the Group (if applicable);
 - (iii) have been entered into in accordance with the relevant agreements governing the Transactions; and
 - (iv) have not exceeded the Relevant Caps;
- (c) the Company shall allow, and shall procure the relevant counterparties to the Transactions to allow, the Company's auditors sufficient access to their records for the purpose of the reporting on the Transactions as set out in paragraph (b); and
- (d) the Company shall promptly notify the Stock Exchange and publish an announcement in accordance with the Listing Rules if it knows or has reason to believe that the independent non-executive Directors and/or auditors of the Company will not be able to confirm the matters set out in paragraphs (a) and/or (b) respectively.

In light of the reporting requirements attached to the Transactions, in particular, (i) the restriction of the value of the Transactions by way of the Relevant Caps; and (ii) the on-going review by the independent non-executive Directors and auditors of the

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Company of the Transactions, we are of the view that appropriate measures will be in place to monitor the conduct of the Transactions and assist to safeguard the interests of the Independent Shareholders.

RECOMMENDATION

Having considered the above principal factors and reasons, we consider that (i) the terms of the New Master Agreement and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the Relevant Caps are fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Accordingly, we would recommend the Independent Shareholders, and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution in respect of the New Master Agreement, the relevant transactions and the Relevant Caps at the SGM.

Yours faithfully,
For and on behalf of
HALCYON CAPITAL LIMITED
Terry Chu
Managing Director

1. 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 Group. 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 contained herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions, if any, of each Director and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives were deemed or taken to have under such provisions of the SFO), or which were required to be and were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

In Shares

	Capacity	Number of Shares beneficially held			Total	Percentage
		Personal interest	Corporate interest	Family interest		
Mr. LEE Seng Jin	Beneficial owner	128,459,688	688,533,247 <i>(Note)</i>	33,425,112	850,418,047	74.53%
Ms. SHAM Yee Lan, Peggy	Beneficial owner	1,145,112	32,280,000 <i>(Note)</i>	816,992,935	850,418,047	74.53%
Mr. CHOW Wing Yuen	Beneficial owner	1,080,000	—	—	1,080,000	0.09%

In CP Shares

	Capacity	Number of CP Shares beneficially held			Total	Percentage
		Personal interest	Corporate interest	Family interest		
Mr. LEE Seng Jin	Beneficial owner	—	132,064,935 <i>(Note)</i>	—	132,064,935	100%

Note: The 688,533,247 Shares and 132,064,935 CP Shares are held by Quinselle Holdings Limited which is wholly owned by Mr. Lee Seng Jin where Mr. Lee Seng Jin and Ms. Sham Yee Lan, Peggy are directors thereof. Mr. Lee Seng Jin therefore deemed under the SFO to be interested in such Shares and CP Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in any Shares or underlying Shares or interests in debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

3. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or propose to enter into a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

4. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors and his/her associates (as defined under the Listing Rules) had any interests in any business which competed or may compete, either directly or indirectly, with any business of the Group.

5. INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, none of the Directors had any interest in any assets which have been, since 31 March 2013 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement, subsisting at the date of this circular, which is significant in relation to the business of the Group.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2013, being the date to which the latest published audited accounts of the Company were made up.

7. EXPERT AND CONSENT

The following is the qualification of the expert who has provided its opinion or advice, which is contained in this circular:

Name	Qualification
Halcyon Capital Limited	a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO

As at the Latest Practicable Date, the above expert did not have any shareholding interest whether directly or indirectly in any member of the Group or any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group and it had no interest, either directly or indirectly, in any assets which have been, since 31 March 2013, being the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and references to its name and advice and opinion in the form and context in which they respectively appear.

8. MISCELLANEOUS

In the event of any inconsistency, the English language text of this circular shall prevail over the Chinese language text.

9. DOCUMENT FOR INSPECTION

Copy of the New Master Agreement will be available for inspection during normal business hours at 3rd Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, up to and including the date of the SGM.



SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 731)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Samson Paper Holdings Limited (the “**Company**”) will be held at 4th Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 24 September 2013 at 11 a.m. (or as soon as possible immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same date) for the purpose of considering and, if thought fit, passing (with or without modifications) the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

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

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

Hong Kong, 30 August 2013

* *For identification purpose only*

NOTICE OF SGM

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Place of Business in Hong Kong:

3rd Floor
Seapower Industrial Centre
177 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the principal place of business in Hong Kong at 3rd Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
3. The Register of Members of the Company will be closed from 19 September 2013 to 24 September 2013 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the special general meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 18 September 2013.