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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)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Samson Paper Holdings Limited (the “Company”) will be held at Rooms 2306B & 2307, 23rd Floor, West Tower, Shun Tak Centre, No. 168–200 Connaught Road Central, Hong Kong on Friday, 2 September 2022 at 10:30 a.m. for the purposes of considering, and if thought fit, passing, with or without modification, the following resolutions:

#### **AS SPECIAL RESOLUTIONS**

1. “**THAT** subject to and conditional upon any necessary approval of the Registrar of Companies in Bermuda in relation to the proposed change of the name of the Company being obtained, the change of name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited” and the adoption of “建發新勝漿紙有限公司” as the new name in Chinese of the Company for identification purpose only to replace its existing name in Chinese “森信紙業集團有限公司”, which has been used for identification purpose only, (the “**Change of Company Name**”) with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Bermuda be and is hereby approved, and any one director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she may consider necessary or expedient to give effect to the Change of Company Name and the transactions contemplated thereunder.”

2. “**THAT**, subject to and conditional upon the passing of the special resolution no. 1 and with effect from the date of registration as set out on the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda in respect of the change of name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited”:
- (a) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix I to the circular of the Company dated 25 July 2022, be and are hereby approved;
  - (b) the new set of bye-laws, incorporating and consolidating all the Proposed Amendments (the “**New Bye-laws**”), a copy of which has been produced to the special general meeting of the Company held on 2 September 2022 at 10:30 a.m. (the “**SGM**”) and marked “**A**” and initialled by the chairman of the SGM for identification purpose, be and are hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company; and
  - (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-laws, including but not limited to, attending to the necessary filings with the Registrar of Companies in Hong Kong and Bermuda.”

#### **AS ORDINARY RESOLUTION**

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

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

\* *For identification purpose only*

Hong Kong, 25 July 2022

*Registered office:*  
5th Floor, Victoria Place,  
31 Victoria Street, Hamilton HM10,  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Rooms 2306B & 2307,  
23rd Floor, West Tower, Shun Tak Centre,  
No. 168–200, Connaught Road Central,  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more Shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 30 August 2022 to Friday, 2 September 2022 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Monday, 29 August 2022. Shareholders of the Company whose names appear on the register of members on Friday, 2 September 2022 are entitled to attend and vote at the SGM or any adjourned meetings.
4. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 10:30 a.m. on Wednesday, 31 August 2022) or any adjournment thereof. The proxy form will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.samsonpaper.com>).
5. The completion of a form of proxy will not preclude you from attending and voting at the SGM in person should you so wish. If you attend and vote at the SGM, the authority of your proxy will be revoked.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
8. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the above meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.samsonpaper.com> and on the "Latest Company Announcements" page of the Stock Exchange website at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board comprises three executive Directors, namely Mr. SHI Yaofeng, Mr. HUANG Tiansheng and Ms. SHI Chenye; three non-executive Directors, namely Mr. CHENG Dongfang, Mr. LI Shengfeng and Mr. CHOI Wai Hong, Clifford; and three independent non-executive Directors, namely Mr. ZHAO Lin, Mr. WONG Yiu Kit, Ernest and Mr. LAM John Cheung-wah.*