
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims 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 doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.



SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 731)

**PROPOSED AMENDMENT TO THE BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

The Company will convene the SGM at 10/F., United Centre, 95 Queensway, Hong Kong on Monday, 9 December 2019 at 11:00 a.m., at which the amendment to the Bye-laws of the Company will be considered. The notice of SGM, together with the reply slip and proxy form, are enclosed herein. Whether or not you intend to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the principal place of business of the Company in Hong Kong 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 holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

* *For identification purposes only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of SGM	5

DEFINITIONS

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

“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company for the time being in force;
“Company”	Samson Paper Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the ordinary Shares of which are listed on the main board of the Stock Exchange;
“Directors”	the directors of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules governing the listing of securities on the Stock Exchange;
“Proposed Amendment”	as defined under the section headed “LETTER FROM THE BOARD — PROPOSED AMENDMENT TO THE BYE-LAWS”;
“SGM”	the special general meeting of the Company to be held on Monday, 9 December 2019 at 11:00 a.m. at 10/F., United Centre, 95 Queensway, Hong Kong;
“Shareholders”	the holders of Shares;
“Shares”	shares of HK\$0.10 each in the capital of the Company;
“Stock Exchange”	the Stock Exchange of Hong Kong Limited.



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 (alias Sham Kit) (*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:

Victoria Place
31 Victoria Street
Hamilton HM10
Bermuda

*Head office and principal place of
business in Hong Kong:*

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

14 November 2019

Dear Sir or Madam,

**PROPOSED AMENDMENT TO THE BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company date 31 October 2019 in relation to (i) the retirement of Mr. SHAM Kit Ying from his position as the Chairman and an executive Director of the Company with effect from the conclusion of the SGM; (ii) the appointment of Mr. LEE Seng Jin as the Chairman of the Company whilst continuing with his present role as an executive Director and the Chief Executive Officer of the Company with effect from the conclusion of SGM; and (iii) the Proposed Amendment to the Bye-laws.

* For identification purposes only

LETTER FROM THE BOARD

BACKGROUND

Following the retirement of Mr. Sham Kit Ying from his position as the Chairman and an executive Director of the Company with effect from the conclusion of the SGM, Mr. Lee Seng Jin is proposed and elected as the Chairman of the Company with effect from the conclusion of the SGM whilst continuing with his present role as an executive Director and the Chief Executive Officer of the Company and concluding his role as Deputy Chairman of the Company.

PROPOSED AMENDMENT TO THE BYE-LAWS

The existing Bye-law 107 reads as follows:

“107.The Directors shall as soon as possible after the statutory meeting and after each annual general meeting elect one of their number to be the Chairman and another of their number to be the Deputy Chairman. In addition, the Directors may from time to time appoint one or more of their body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director, General Manager, Joint General Manager and/or such other office in the management or business of the Company on such terms and for such period as they may determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.”

To allow flexibility, the Board proposes to amend the Bye-laws by deleting the existing Bye-law 107 in its entirety and replacing it with the following:

“107.The Directors may as soon as possible after the statutory meeting and after each annual general meeting elect one of their number to be the Chairman and another of their number to be the Deputy Chairman. In addition, the Directors may from time to time appoint one or more of their body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director, General Manager, Joint General Manager and/or such other office in the management or business of the Company on such terms and for such period as they may determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.”

The Proposed Amendment will be subject to the approval by the Shareholders, if thought fit, by way of the passing of a special resolution of the Company at the SGM.

SPECIAL GENERAL MEETING

A notice convening the SGM to be held at 10/F., United Centre, 95 Queensway, Hong Kong on Monday, 9 December 2019 at 11:00 am is set out on pages 5 to 6 of this circular. Special resolution will be proposed at the SGM for the Shareholders to consider, and if thought fit, to approve the Proposed Amendment by way of poll.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting at the SGM in respect of the approval of the Proposed Amendment.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the SGM must be taken by poll. Chairman of the meeting will therefore demand a poll for the resolution put to the vote of the SGM pursuant to Bye-law 69. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

A proxy form 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 proxy form and return it to the principal place of business of the Company 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 SGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the SGM if they so wish.

RECOMMENDATION

The Directors are of the opinion that the Proposed Amendment is in the interest of the Company and the Shareholders as a whole and recommend you to vote in favour of the relevant special resolution to be proposed at the SGM.

By order of the Board
Samson Paper Holdings Limited
Mr. SHAM Kit Ying
Chairman

NOTICE OF SGM

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



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 the Special General Meeting (the “SGM”) of Samson Paper Holdings Limited (the “Company”) will be held at 10/F., United Centre, 95 Queensway, Hong Kong on Monday, 9 December 2019 at 11:00 a.m. to consider and if thought fit, pass with or without modifications, the following resolution as special resolution of the Company:

SPECIAL RESOLUTIONS

“1. THAT the bye-laws of the Company (the “Bye-laws”) be and are hereby amended by deleting the existing Bye-law 107 in its entirety and replacing it with the following (the “Proposed Amendment”):

“107. The Directors may as soon as possible after the statutory meeting and after each annual general meeting elect one of their number to be the Chairman and another of their number to be the Deputy Chairman. In addition, the Directors may from time to time appoint one or more of their body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director, General Manager, Joint General Manager and/or such other office in the management or business of the Company on such terms and for such period as they may determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.”

and that any one director of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such documents and instructions

* For identification purposes only

NOTICE OF SGM

for and on behalf of the Company as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Proposed Amendment.”

By Order of the Board
Samson Paper Holdings Limited
LEE Yue Kong, Albert
Company Secretary

Hong Kong, 14 November 2019

Head Office and Principal Place of Business:
3rd Floor, Seapower Industrial Centre
177 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

Note: 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. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the principal place of business of the Company in Hong Kong at 3rd Floor, Seapower Industrial Centre, 177 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong (so as to be received) not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).

As at the date of this notice, the Board comprises five executive Directors, namely Mr. SHAM Kit Ying, Mr. LEE Seng Jin, Mr. CHOW Wing Yuen, Ms. SHAM Yee Lan, Peggy and Mr. LEE Yue Kong, Albert, one non-executive Director, namely Mr. LAU Wang Yip, Eric and three independent non-executive Directors, namely Mr. PANG Wing Kin, Patrick, Mr. TONG Yat Chong and Mr. NG Hung Sui, Kenneth.