

**NOTICE IS HEREBY GIVEN** that the 2003 Annual General Meeting of Samson Paper Holdings Limited will be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 4 September 2003 at 11:00 a.m. for the following purposes:—

### **As Ordinary Business**

1. To receive and adopt the audited statement of accounts and the reports of the directors and auditors for the year ended 31 March 2003;
2. To declare a final dividend for the year ended 31 March 2003;
3. To re-elect the retiring directors of the Company (the “Directors”) and authorize the board of Directors (the “Board”) to fix the Directors’ remuneration;
4. To re-appoint auditors and authorize the Board to fix their remuneration; and

### **As Special Business**

5. To consider and, if thought fit, adopt with or without amendments, the following resolutions as Ordinary Resolutions:—

# Notice of Annual General

## **Ordinary Resolutions**

### (1) “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (for the purposes of this Resolution, “Relevant Period” being the period from the passing of this Resolution until the earliest of (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; (ii) the expiration of the period within which such meeting is required by law or the bye-laws of the Company to be held; and (iii) the revocation or variation of the approval given in this Resolution by an ordinary resolution of the members of the Company in general meeting) of all powers of the Company to allot or issue shares in the capital of the Company and make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved; and

- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval referred to in paragraph (a) of this Resolution, otherwise than (i) pursuant to a rights issue (for the purposes of this Resolution, “rights issue” being an offer of shares or other securities to holders of shares or other securities on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or other securities or otherwise in accordance with the rights attaching thereto (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong)), or (ii) the issue of shares pursuant to a scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the bye-laws of the Company or (iii) pursuant to the exercise of options under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company in issue at the date of the passing of this Resolution, and the said approval shall be limited accordingly.”

# Meeting

(2) “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Hong Kong Securities and Futures Commission and the Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, during the Relevant Period (being the period from the passing of this Resolution until the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which such meeting is required by law or the bye-laws of the Company to be held; and (iii) the revocation or variation of this Resolution by an ordinary resolution of the members of the Company in general meeting) be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval referred to in paragraph (a) of this Resolution shall be no more than 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and such approval shall be limited accordingly; and
- (c) the approval referred to in paragraph (a) of this Resolution shall, where permitted by applicable laws and regulations and subject to the limitation in paragraph (b) of this Resolution, extend to permit the purchase of shares of the Company by subsidiaries of the Company.”

(3) “THAT:

conditional upon Resolution 2 above being passed, the general mandate referred to in Resolution 1 above be extended by the addition to the aggregate nominal amount of shares which may be allotted and issued of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the mandate referred to in Resolution 2 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board

LEE Yue Kong, Albert

*Company Secretary*

Hong Kong, 17 July 2003

Head Office:

3/F Seapower Industrial Centre

177 Hoi Bun Road

Kwun Tong, Kowloon, Hong Kong

Notes:

1. A member entitled to attend and vote at the above Meeting is entitled to appoint one or more 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 a 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 with the Company Secretary at the Company's Head Office, 3/F., 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 (as the case may be).
2. The Register of Members of the Company will be closed from Friday, 29 August 2003 to Thursday, 4 September 2003 (both dates inclusive) during which period no transfer of shares will be registered. To qualify for the proposed final dividend, all transfers, 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 suite 1901-5, 19 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:00 p.m. on Thursday, 28 August 2003.
3. In relation to Resolutions 1 and 3 referred to in paragraph 5 of this Notice, approval is being sought from the members for a general mandate to authorize the allotment and issue of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
4. In relation to Resolution 2 referred to in paragraph 5 of this Notice, approval is being sought from the members for a general mandate to repurchase shares in the Company. A circular containing an explanatory statement which sets out the terms and conditions upon which such power will be exercised will be sent to all shareholders of the Company together with the Annual Report of the Company for the year ended 31 March 2003.