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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)

(1) PROPOSED CHANGE OF COMPANY NAME;

AND

(2) PROPOSED ADOPTION OF NEW SET OF BYE-LAWS

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of Samson Paper Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the existing name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited” and to adopt “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**”).

Conditions for the Change of Company Name

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) to approve the Change of Company Name at a special general meeting of the Company; and
- (ii) the approval for the change of the existing name of the Company from “Samson Paper Holdings Limited” to “C&D Newin Paper & Pulp Corporation Limited” having been granted by the Registrar of Companies in Bermuda and a certificate of incorporation on change of name having been issued by the Registrar of Companies in Bermuda.

Subject to the conditions set out above being satisfied, the Change of Company Name shall take effect from the date on which the Registrar of Companies in Bermuda enters the new name (in place of the existing name of the Company) on the register maintained by the Registrar of Companies in Bermuda. Upon the Change of Company Name becoming effective, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Reasons for the Change of Company Name

The Board believes that the proposed Change of Company Name will provide the Company with a fresh corporate image and identity which will benefit the Group's future business development and is in the interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily operations or its financial position. Once the Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be effective and as documents of title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

In addition, subject to confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names of the Company.

PROPOSED ADOPTION OF NEW SET OF BYE-LAWS

This announcement is also made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

The Board proposes to (i) make certain amendments (the "**Proposed Amendments**") to the existing bye-laws of the Company (the "**Bye-laws**") for the purposes of, among others, reflecting the proposed Change of Company Name and conforming to the core shareholder protection standards as set out in the revised Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) adopt a new set of Bye-laws (the

“**New Bye-laws**”) incorporating and consolidating all the Proposed Amendments in substitution for, and to the exclusion of the existing Bye-laws. Please refer to the Appendix to this announcement for details of the Proposed Amendments.

The Proposed Amendments and adoption of the New Bye-laws are subject to approval by the Shareholders by way of special resolution at the forthcoming special general meeting of the Company and the passing of the special resolution approving the Change of Company Name. The New Bye-laws will take 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”.

General

A special general meeting of the Company will be convened and held on Friday, 2 September 2022 (or any adjournment thereof) for the Shareholders to consider, and if thought fit, to approve, among other things, (i) the proposed Change of Company Name and (ii) the Proposed Amendments and the adoption of the New Bye-laws.

A circular containing, among other things, (i) further information regarding the proposed Change of Company Name, the Proposed Amendments and the adoption of the New Bye-laws; and (ii) a notice convening the special general meeting, will be despatched to the Shareholders as soon as possible.

By order of the Board
Samson Paper Holdings Limited
Mr. SHI Yaofeng
Executive Director

Hong Kong, 25 July 2022

As at the date of this announcement, 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.

* *For identification purpose only*

APPENDIX

Details of the Proposed Amendments

Existing Bye-laws	Proposed to be amended as
Bye-law 1 “the Company” or “this Company” means Samson Paper Holdings Limited incorporated in Bermuda on 10 July 1995;	Bye-law 1 “the Company” or “this Company” means C&D Newin Paper & Pulp Corporation Limited (formerly known as Samson Paper Holdings Limited) incorporated in Bermuda on 10 July 1995;
Bye-law 56 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called special general meetings.	Bye-law 56 The Company must hold a general meeting for each financial year as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called special general meetings.

Existing Bye-laws

Bye-law 57 (A) The Directors may, whenever they think fit, convene a special general meeting. A special general meeting shall also be convened on the written requisition of any 2 or more members holding at the date of the deposit of the requisition in aggregate not less than one-tenth of such of the paid up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. Such requisitionists must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene a special general meeting, the requisitionists themselves or any of them representing more than one half of the total voting rights of all of them may convene the special general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.

Proposed to be amended as

Bye-law 57 (A) The Directors may, whenever they think fit, convene a special general meeting. A special general meeting shall also be convened on the written requisition of any 2 or more members holding at the date of the deposit of the requisition in aggregate not less than one-tenth of the voting rights, on a one vote per share basis, in the paid-up share capital of the Company as at the date of the deposit. Such requisitionists must state the objects of the meeting and must be signed by the requisitionists and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene a special general meeting, the requisitionists themselves or any of them representing more than one half of the total voting rights of all of them may convene the special general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.

Existing Bye-laws

- (B) Save as provided in the Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-Laws, be treated as an ordinary resolution duly passed at a general meeting of the Company duly convened and held and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of the signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

Proposed to be amended as

- (B) Save as provided in the Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-Laws, be treated as an ordinary resolution duly passed at a general meeting of the Company duly convened and held and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of the signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

Existing Bye-laws

Bye-law 58 Subject to such other minimum period as may be specified in the Listing Rules from time to time, (i) an annual general meeting shall be called by notice in writing of not less than 20 clear business days or 21 clear days (whichever is longer); (ii) a meeting of the Company other than an annual general meeting called for the passing of a special resolution shall be called by notice in writing of not less than 21 clear days or 10 clear business days (whichever is longer); and (iii) a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by notice in writing of not less than 10 clear business days or 14 clear days (whichever is longer). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the relevant resolution as a special resolution.

Proposed to be amended as

Bye-law 58 Subject to such other minimum period as may be specified in the rules of a Designated Stock Exchange from time to time, (i) an annual general meeting and a meeting of the Company other than an annual general meeting called for the passing of a special resolution shall be called by notice in writing of not less than 21 clear days; and (ii) a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by notice in writing of not less than 14 clear days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the relevant resolution as a special resolution.

Existing Bye-laws

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Proposed to be amended as

Bye-law 62A All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.

Bye-law 86 (A) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Bye-law 86 (A) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Existing Bye-laws

- (B) Notwithstanding any other provision of these presents, if a Clearing House (or its nominee(s)) is a member of the Company, it may authorise or appoint such person or persons as it thinks fit to act as its representative or representatives or proxy or proxies at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised or appointed, the authorisation or the instrument(s) appointing the proxy(ies) shall specify the number and class of shares in respect of which each such person is so authorised or appointed; and the person so authorised or appointed shall be deemed to have been duly authorised or appointed without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised or appointed and shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents in respect of the number and class of shares specified in the relevant authorization or the instrument(s) appointing the proxy(ies) as that Clearing House (or its nominee(s)) could exercise as if it were an individual member.

Proposed to be amended as

- (B) Notwithstanding any other provision of these presents, if a Clearing House (or its nominee(s)) is a member of the Company, it may authorise or appoint such person or persons as it thinks fit to act as its representative or representatives or proxy or proxies at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised or appointed, the authorisation or the instrument(s) appointing the proxy(ies) shall specify the number and class of shares in respect of which each such person is so authorised or appointed; and the person so authorised or appointed shall be deemed to have been duly authorised or appointed without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised or appointed and shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents in respect of the number and class of shares specified in the relevant authorization or the instrument(s) appointing the proxy(ies) as that Clearing House (or its nominee(s)) could exercise as if it were an individual member, including the right to speak and vote.

Existing Bye-laws

Bye-law 90 The Company may at a special general meeting called for that purpose, by special resolution remove any Director before the expiration of his period of office (notwithstanding anything in the Bye-Laws or in any agreement between the Company and such Director but without prejudice to any claim which such Director may have against the Company for damages under any such agreement) and may by ordinary resolution elect another person in his stead provided that the notice of any such meeting convened for the purpose of removing a director shall contain a statement of the intention so to do and be served on such Director 14 days before the meeting and at such meeting, such director shall be entitled to be heard on the motion for his removal. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.

Proposed to be amended as

Bye-law 90 The Company may at a general meeting called for that purpose, by ordinary resolution remove any Director before the expiration of his term of office (notwithstanding anything in the Bye-Laws or in any agreement between the Company and such Director but without prejudice to any claim for damages under any such agreement) and may by ordinary resolution elect another person in his stead provided that the notice of any such meeting convened for the purpose of removing a director shall contain a statement of the intention so to do and be served on such Director 14 days before the meeting and at such meeting, such director shall be entitled to be heard on the motion for his removal. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.

Existing Bye-laws

Bye-law 91 Without prejudice to the power of the Company in pursuance of the provisions of the Bye-Laws to appoint any person to be a Director and subject to the provisions of the Act, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number), and shall then be eligible for re-appointment.

Proposed to be amended as

Bye-law 91 Without prejudice to the power of the Company in pursuance of the provisions of the Bye-Laws to appoint any person to be a Director and subject to the provisions of the Act, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Director so appointed under this Bye-Law shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election.

Existing Bye-laws

Bye-law 161 Subject as otherwise provided by the Act, the remuneration of the auditors shall be fixed by the Company in general meeting Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.

Proposed to be amended as

Bye-law 161 The Company may by ordinary resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed auditors of the Company. The Board may fill any casual vacancy in the office of auditors, which shall hold office until the next annual general meeting, but while any such vacancy continues the surviving or continuing auditors (if any) may act. Subject as otherwise provided by the Act, the remuneration of the auditors shall be fixed by the Company in general meeting by ordinary resolution Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.

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Bye-law 161A Subject to the provisions of the Act, the members may, at any general meeting convened and held in accordance with these Bye-Laws, remove the auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditors in its place for the remainder of the term.