



SAMSON PAPER HOLDINGS LIMITED

森信紙業集團有限公司*

(Provisional Liquidators Appointed)

(For Restructuring Purposes Only)

(Incorporated in Bermuda with limited liability)

(Stock Code: 731)

Form of Proxy for the Special General Meeting (or any adjournment thereof)

I/We^(Note 1) _____
of _____

being the registered holder(s) of^(Note 2) _____ ordinary shares of HK\$0.10 each in the capital of Samson Paper Holdings Limited (Provisional Liquidators Appointed) (For Restructuring Purposes Only) (the "Company")

HEREBY APPOINT^(Note 3) _____ of _____
or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company to be held at Unit D, 13/F, World Tech Centre, 95 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Monday, 24 January 2022 at 2:00 p.m. (the "SGM") (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting ("Notice") (with or without modifications) as hereunder indicated and in respect of any other matters to be considered in the SGM.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Notice.

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and approve the Capital Reduction.		
ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
2.	To consider and approve the Authorised Share Capital Diminution.		
3.	To consider and approve the Share Premium Cancellation.		
4.	To consider and approve the Share Consolidation.		
5.	To consider and approve the Increase in the Authorised Capital.		
6.	To authorize any one Joint Provisional Liquidator or any one Director to approve, sign and execute all documents pursuant to the resolutions numbered 1 to 5.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To consider and approve the amendments to the Bye-Laws of the Company to reflect the Capital Reorganisation.		
ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
8.	To approve, ratify and confirm (a) the Restructuring Agreement, all transactions contemplated thereunder, including, amongst other matters, the Capital Reorganisation, the Subscription, the Group Reorganisation, the Placement, the Listco Scheme, the UPPSD Bankruptcy Reorganisation, and the Resumption, and the execution and the performance thereunder by the Company; (b) the Subscription Agreement, and the allotment and issue of the Subscription Shares; and (c) the allotment and issue of the Creditors' Shares to the SchemeCo under the Listco Scheme.		

* For identification purpose only

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
9.	To approve, ratify and confirm the Placing Agreement for Placement and all transactions contemplated thereunder, and the execution and the performance thereunder by the Company.		
10.	To consider and approve the granting of the specific mandates to the Directors to issue and allot the Subscription Shares subject to and in accordance with the terms and conditions of the Subscription Agreement, to issue and allot the Placement Shares subject to and in accordance with the terms and conditions of the Placing Agreement for Placement, and to issue and allot the Creditors' Shares.		
11.	To approve, ratify and confirm the Special Deals, conditional upon the Executive granting consent to the Special Deals.		
12.	To approve, ratify and confirm the Paperboard Sales Framework Agreement.		
13.	To consider and approve the following appointment or re-designation of Directors upon Resumption:		
	a. Mr. Shi Yaofeng be appointed as an executive Director;		
	b. Mr. Huang Tiansheng be appointed as an executive Director;		
	c. Ms. Shi Chenye be appointed as an executive Director;		
	d. Mr. Cheng Dongfang be appointed as a non-executive Director;		
	e. Mr. Li Shengfeng be appointed as a non-executive Director;		
	f. Mr. Choi Wai Hong, Clifford be re-designated as a non-executive Director;		
	g. Mr. Zhao Lin be appointed as an independent non-executive Director;		
	h. Mr. Wong Yiu Kit, Ernest be appointed as an independent non-executive Director;		
	i. Ms. Cho Mei Ting be appointed as an independent non-executive Director; and		
j. To approve and authorize the board of Directors to fix the remuneration of each of Mr. Shi Yaofeng, Mr. Huang Tiansheng, Ms. Shi Chenye, Mr. Cheng Dongfang, Mr. Li Shengfeng, Mr. Choi Wai Hong, Clifford, Mr. Zhao Lin, Mr. Wong Yiu Kit, Ernest and Ms. Cho Mei Ting.			
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
14.	To consider and approve the Whitewash Waiver.		

Dated this _____ day of _____ 2022

Signature(s) ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words "or failing him, the Chairman of the meeting" and insert the name and address of the proxy desired in BLOCK CAPITALS in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then the holder so present whose name stands first on the register in respect of such share(s) shall alone be entitled to vote in respect thereof.
7. To be valid, this 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 such power of attorney or other authority, must 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 later than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).