



SAMSON HOLDING LTD.

順誠控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00531)

Executive directors:

Mr. Shan Huei Kuo (*Chairman*)

Ms. Yi-Mei Liu

Mr. Mohamad Aminozakeri

Non-executive director:

Ms. Sheng Hsiung Pan

Independent non-executive directors:

Mr. Ming-Jian Kuo

Mr. Siu Ki Lau

Mr. Sui-Yu Wu

Mr. Hung Kang Lin

Registered office:

Grand Pavilion

Hibiscus Way

802 West Bay Road

P.O. Box 31119, KY1-1205

Cayman Islands

Principal Place of Business in Hong Kong:

Unit 1007, 10th Floor

Haleson Building

1 Jubilee Street

Central

Hong Kong

4 October 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED PRIVATISATION OF
SAMSON HOLDING LTD. BY THE OFFEROR
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES ACT)
AND
(2) PROPOSED WITHDRAWAL OF LISTING OF
SAMSON HOLDING LTD.**

1. INTRODUCTION

Reference is made to the Announcement in relation to the Proposal.

On 11 July 2024, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of the Scheme, being a scheme of arrangement under section 86 of the Companies Act. The Scheme involves (a) the cancellation and extinguishment of the Scheme Shares and, in consideration thereof, the payment to the Scheme Shareholders of the Offer Price in cash for each Scheme Share cancelled and extinguished; and (b) the withdrawal of the listing of the Shares on the Stock Exchange.

The purpose of this Scheme Document is to provide you with further information regarding the Proposal and the expected timetable as well as to give you notices of the Court Meeting and the EGM (together with proxy forms in relation thereto). Your attention is drawn to the following sections of this Scheme Document: (a) the letter from the Independent Board Committee set out in Part V of this Scheme Document; (b) the letter from the Independent Financial Adviser set out in Part VI of this Scheme Document; (c) the Explanatory Memorandum set out in Part VII of this Scheme Document; and (d) the terms of the Scheme set out in Appendix IV of this Scheme Document.

2. TERMS OF THE PROPOSAL

If the Proposal is approved and implemented:

- (a) all the Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the payment by the Offeror to each Scheme Shareholder as at the Scheme Record Date of the Offer Price in cash for each Scheme Share cancelled and extinguished;
- (b) contemporaneously with the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company will be maintained by the issuance at par to the Offeror, credited as fully paid, of the aggregate number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished such that the Offeror and Advent Group Limited will in aggregate own 100% of the total number of Shares in issue. The reserve created in the Company's books of account as a result of the cancellation and extinguishment of the Scheme Shares will be applied in paying up in full at par the new Shares so issued, credited as fully paid, to the Offeror; and
- (c) the Company will apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange following the Effective Date pursuant to Rule 6.15(2) of the Listing Rules.

Offer Price

Under the Proposal, if the Scheme is approved and implemented, the Scheme Shares will be cancelled and extinguished and, in consideration therefor, each Scheme Shareholder as at the Scheme Record Date will be entitled to receive the Offer Price of HK\$0.480 in cash for each Scheme Share cancelled and extinguished under the Scheme.

The Offeror will not increase the Offer Price and does not reserve the right to do so. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price.

The total consideration payable to the Scheme Shareholders for the Scheme Shares cancelled and extinguished will be paid by the Offeror.

If, after the Latest Practicable Date, any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Shares, the Offeror reserves the right to reduce the Offer Price by all or any part of the amount or value of such gross dividend, distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in this Scheme Document or any other announcement or document to the Offer Price will be deemed to be a reference to the Offer Price as so reduced. As at the Latest Practicable Date, the Company (a) has not announced or declared any dividend, distribution or return of capital which has not been made or which remains unpaid; and (b) does not intend to announce, declare, make or pay any dividend, distribution or return of capital on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

The Offer Price of HK\$0.480 per Scheme Share represents:

- a premium of approximately 3.23% over the closing price of HK\$0.465 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- a premium of approximately 50.00% over the closing price of HK\$0.320 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 75.31% over the average closing price of approximately HK\$0.274 per Share based on the daily closing prices as quoted on the Stock Exchange for the 5 trading days up to and including the Last Trading Day;
- a premium of approximately 94.57% over the average closing price of approximately HK\$0.247 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day;
- a premium of approximately 143.24% over the average closing price of approximately HK\$0.197 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 181.44% over the average closing price of approximately HK\$0.171 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;

- a premium of approximately 182.22% over the average closing price of approximately HK\$0.170 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Trading Day;
- a premium of approximately 171.24% over the average closing price of approximately HK\$0.177 per Share based on the daily closing prices as quoted on the Stock Exchange for the 120 trading days up to and including the Last Trading Day;
- a premium of approximately 149.95% over the average closing price of approximately HK\$0.192 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Trading Day;
- a premium of approximately 77.78% over the closing price of HK\$0.270 per Share as quoted on the Stock Exchange on the Last Undisturbed Day;
- a premium of approximately 86.77% over the average closing price of approximately HK\$0.257 per Share based on the daily closing prices as quoted on the Stock Exchange for the 5 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 105.39% over the average closing price of approximately HK\$0.234 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 150.09% over the average closing price of approximately HK\$0.192 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 186.74% over the average closing price of approximately HK\$0.167 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 184.45% over the average closing price of approximately HK\$0.169 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Undisturbed Day;

- a premium of approximately 172.78% over the average closing price of approximately HK\$0.176 per Share based on the daily closing prices as quoted on the Stock Exchange for the 120 trading days up to and including the Last Undisturbed Day;
- a premium of approximately 150.56% over the average closing price of approximately HK\$0.192 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Undisturbed Day;
- a discount of approximately 40.81% to the audited consolidated net asset value attributable to the Shareholders per Share of approximately HK\$0.811 as at 31 December 2023, based on the Reference Exchange Rate;
- a discount of approximately 40.28% to the unaudited consolidated net asset value attributable to the Shareholders per Share of approximately HK\$0.804 as at 30 June 2024, based on the Reference Exchange Rate; and
- a discount of approximately 47.06% to the Adjusted NAV attributable to the Shareholders per Share of approximately HK\$0.907.

Your attention is drawn to the summary of the property valuation as set out in the property valuation report in Appendix II of this Scheme Document pursuant to Rule 11 of the Takeovers Code providing a valuation of the property interests of the Group as at 31 July 2024.

The Offer Price has been determined on an arm's length commercial basis after taking into account the publicly available financial information of the Group, the historical prices of the Shares and the discounts to the audited consolidated net asset value ("NAV") attributable to the Shareholders per Share at which the Shares have been traded on the Stock Exchange, the factors set out in the section headed "Reasons for, and Benefits of, the Proposal" below, and with reference to the trading prices of the relevant companies' shares (including the last trading day closing price and the average closing prices in the relevant periods before publication of the privatisation proposal) and the pricing levels compared to the NAV attributable to the shareholders per share of other privatisation transactions in Hong Kong in recent years.

Although the Offer Price represents a discount to the NAV attributable to the Shareholders per Share, the Offeror noted that the closing price of the Shares was always far below the NAV attributable to the Shareholders per Share (representing discounts ranging approximately from 50% to 85%) for the 24-month period before the Last Trading Day.

The Offeror also factored in the Group's challenging financial performance over the past few years as well as the persisting turbulent U.S. housing market when evaluating the Offer Price.

Highest and lowest prices of the Shares

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.470 on 3 September 2024 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.121 on 17 April 2024, 18 April 2024 and 19 April 2024.

During the six-month period ended on and including the Last Undisturbed Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.270 on 5 July 2024 and 8 July 2024 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.121 on 17 April 2024, 18 April 2024 and 19 April 2024.

3. CONDITIONS TO THE PROPOSAL AND THE SCHEME

The Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of all the Conditions on or before the Long Stop Date, failing which the Proposal and the Scheme will lapse.

For details of the Conditions, your attention is drawn to the section headed “3. Conditions to the Proposal and the Scheme” in the Explanatory Memorandum in Part VII of this Scheme Document.

Shareholders and potential investors of the Company should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

4. TOTAL CONSIDERATION AND CONFIRMATION OF FINANCIAL RESOURCES

Assuming that no new Shares will be issued prior to the Scheme Record Date, the Proposal will involve making an offer to cancel 879,468,000 Scheme Shares in exchange for the Offer Price of HK\$0.480 per Scheme Share, with the maximum cash consideration payable by the Offeror under the Proposal being approximately HK\$422,144,640.

The Offeror intends to finance the cash consideration payable under the Proposal by a facility provided by CTBC Bank Co., Ltd and DBS Bank (Hong Kong) Limited.

DBSAC, as the financial adviser to the Offeror in connection with the Proposal, is satisfied that sufficient financial resources are available to the Offeror for discharging its payment obligations in respect of the full implementation of the Proposal.

5. SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company as at the Latest Practicable Date and immediately upon the completion of the Proposal, assuming that there will be no change in the shareholding structure of the Company before completion of the Proposal:

	As at the Latest Practicable Date		Immediately upon completion of the Proposal	
	<i>Number of Shares</i>	<i>Approximate % of total issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of total issued Shares</i>
Offeror ⁽¹⁾	–	–	879,468,000	29.07
Offeror Concert Parties⁽²⁾				
<i>Shares held not subject to the Scheme</i>				
Advent Group Limited ⁽³⁾	2,146,346,773	70.93	2,146,346,773	70.93
<i>Shares held subject to the Scheme</i>				
Mr. Aminozakeri ^(4, 6)	10,000,000	0.33	–	–
Sub-total: Offeror and the Offeror Concert Parties	2,156,346,773	71.26	3,025,814,773	100.00
Disinterested Scheme Shareholders				
– Mr. Lin ^(5, 6)	213,000	0.01	–	–
– Others	869,255,000	28.73	–	–
Sub-total: Disinterested Scheme Shareholders	869,468,000	28.74	–	–
Total number of Scheme Shares⁽⁶⁾	879,468,000	29.07	–	–
Total number of Shares	<u>3,025,814,773</u>	<u>100.00</u>	<u>3,025,814,773</u>	<u>100.00</u>

Notes:

- The Offeror is wholly-owned by Green Bliss Limited (綠怡有限公司), which is ultimately and beneficially owned as to 50% by Mr. Kuo, and as to 50% by his spouse, Ms. Liu. The directors of Green Bliss Limited are Mr. Kuo and Ms. Liu.
- DBSAC is the financial adviser to the Offeror. Accordingly, DBSAC and the relevant members of the DBS Group (except in respect of Shares held by exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purposes of the Takeovers Code and also excluding Shares held on behalf of non-discretionary clients of the DBS Group) are presumed to be acting in concert with the Offeror in accordance with class (5) of the definition of “acting in concert” in the Takeovers Code.

Exempt principal traders which are connected for the sole reason that they are under the same control as DBSAC are not presumed to be acting in concert with the Offeror. However, Shares held by members of the DBS Group acting in the capacity of exempt principal traders shall not be voted at the Court Meeting and the EGM in accordance with the requirements of Rule 35.4 of the Takeovers Code unless the Executive allows such Shares to be so voted. Shares held by such exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the Court Meeting and the EGM if (a) the relevant connected exempt principal trader holds the Shares as a simple custodian for and on behalf of non-discretionary clients, and (b) there are contractual arrangements in place between the relevant connected exempt principal trader and its clients that strictly prohibit the relevant connected exempt principal trader from exercising any voting discretion over the relevant Shares, and all voting instructions shall originate from the client only (if no instructions are given, then no votes shall be cast for the relevant Shares held by the relevant connected exempt principal trader). For this purpose, where applicable, a written confirmation of the matters set out in points (a) and (b) above and whether the relevant underlying clients are entitled to vote in the context of the Proposal will be submitted to the Executive before the date of the Court Meeting and the EGM. In the event that no such written confirmation is submitted to the Executive and no consent has been obtained from the Executive before the date of the Court Meeting and the EGM, the Shares held by members of the DBS Group acting in the capacity of exempt principal traders will not be voted at the Court Meeting and the EGM.

As at the Latest Practicable Date, DBSAC and the relevant members of the DBS Group (excluding members of the DBS Group which are exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purposes of the Takeovers Code and also excluding Shares held on behalf of non-discretionary clients of the DBS Group) do not have any interests in the Shares.

3. Advent Group Limited is owned as to 70% by Magnificent Capital Holding Limited and as to 30% by certain family members of Mr. Kuo. Magnificent Capital Holding Limited is owned as to 50% by Mr. Kuo, and as to 50% by his spouse, Ms. Liu. As such, Mr. Kuo and Ms. Liu, Advent Group Limited and Magnificent Capital Holding Limited, are presumed to be acting in concert with the Offeror.
4. Mr. Aminozakeri is an executive Director and therefore presumed to be acting in concert with the Offeror (as each of the ultimate beneficial owners of the Offeror, Mr. Kuo and Ms. Liu, is also a Director) pursuant to class (6) of the definition of “acting in concert” in the Takeovers Code.
5. Mr. Lin is an independent non-executive Director. Mr. Lin is not acting in concert with the Offeror and was not involved in the discussion or negotiation in relation to or has any interest in the Proposal (other than being a Shareholder subject to the Scheme).
6. The Shares held by Mr. Aminozakeri and Mr. Lin will form part of the Scheme Shares and will be cancelled and extinguished upon the Scheme being effective.

6. SCHEME SHARES, COURT MEETING AND EGM

As at the Latest Practicable Date, the Offeror does not legally or beneficially own any Shares in the Company and the Offeror Concert Parties beneficially own 2,156,346,773 Shares in aggregate, representing approximately 71.26% of the total number of Shares in issue.

Among the 2,156,346,773 Shares beneficially owned by the Offeror Concert Parties, the 10,000,000 Shares beneficially owned by Mr. Aminozakeri will form part of the Scheme Shares together with the 869,468,000 Shares beneficially owned by the Disinterested Scheme Shareholders, which include 213,000 Shares beneficially owned by Mr. Lin, which will be cancelled and extinguished upon the Scheme becoming effective, while the 2,146,346,773 Shares beneficially owned by Advent Group Limited will not form part of the Scheme Shares and will not be cancelled and extinguished upon the Scheme becoming effective.

The Court Meeting will be held at 11:00 a.m. (Hong Kong time) on Monday, 21 October 2024 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, and the EGM will be held at the same place and on the same date as the Court Meeting at 11:30 a.m. (or, if later, immediately after the conclusion or adjournment of the Court Meeting).

For the purpose of exercising your right to vote at the Court Meeting and/or the EGM, your attention is drawn to the paragraph headed “8. Scheme Shares, Court Meeting and EGM” in the section headed “Explanatory Memorandum” of this Scheme Document, the section headed “Actions to be Taken” of this Scheme Document, and the notices of the Court Meeting and the EGM in Appendix V and Appendix VI, respectively, of this Scheme Document.

7. INFORMATION OF THE GROUP

The Company is a company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange (stock code: 00531). The Group is principally engaged in manufacturing and sale of furniture, trading of furniture and procurement services.

Your attention is also drawn to the “Financial Information of the Group” and “General Information” set out in Appendix I and Appendix III, respectively, of this Scheme Document.

8. INFORMATION OF THE OFFEROR AND THE OFFEROR CONCERT PARTIES

Your attention is drawn to the paragraph headed “10. Information on the Offeror and the Offeror Concert Parties” in the section headed “Explanatory Memorandum” of this Scheme Document.

9. INTENTION OF THE OFFEROR WITH REGARD TO THE COMPANY

Your attention is drawn to the paragraph headed “11. Intention of the Offeror with regard to the Company” in the section headed “Explanatory Memorandum” of this Scheme Document.

The Board is pleased to note that as at the Latest Practicable Date, the Offeror (a) intends for the Group to continue carrying on its existing businesses following the implementation of the Proposal and (b) does not have any plan to make any material changes to (i) the continued employment of the employees of the Group (other than in the ordinary course of business of the Group) and (ii) the business of the Group (including any redeployment of any fixed asset of the Group).

10. INDEPENDENT BOARD COMMITTEE

Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee shall comprise all the non-executive Directors who have no direct or indirect interest in the Proposal.

An Independent Board Committee which comprises Mr. Ming-Jian KUO, Mr. Siu Ki LAU, Mr. Sui-Yu WU and Mr. Lin, being all of the independent non-executive Directors, has been established by the Board to make a recommendation to the Disinterested Scheme Shareholders as to (a) whether the Proposal and the Scheme are, or are not, fair and reasonable; and (b) whether to vote in favour of the Scheme at the Court Meeting and of the resolutions in connection with the implementation of the Proposal at the EGM, respectively. Mr. Sheng Hsiung PAN, being a non-executive Director, is presumed to be acting in concert with the Offeror (as each of the ultimate beneficial owners of the Offeror, Mr. Kuo and Ms. Liu, is also a Director) pursuant to class (6) of the definition of “acting in concert” in the Takeovers Code, and will not form part of the Independent Board Committee. As at the Latest Practicable Date, 213,000 Shares (representing approximately 0.007% of the issued share capital of the Company) were beneficially owned by Mr. Lin.

The full text of the letter from the Independent Board Committee is set out in the “Letter from the Independent Board Committee” in Part V of this Scheme Document.

11. INDEPENDENT FINANCIAL ADVISER

The Company has appointed Quam Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal. Such appointment has been approved by the Independent Board Committee.

The full text of the letter from the Independent Financial Adviser is set out in the “Letter from the Independent Financial Adviser” in Part VI of this Scheme Document.

12. REASONS FOR, AND BENEFITS OF, THE PROPOSAL

Your attention is drawn to the section headed “14. Reasons for, and Benefits of, the Proposal” in the Explanatory Memorandum in Part VII of this Scheme Document.

13. WITHDRAWAL OF LISTING OF THE SHARES

Upon the Scheme becoming effective, all Scheme Shares will be cancelled and extinguished and the share certificates in respect of the Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange following the Effective Date in accordance with Rule 6.15(2) of the Listing Rules.

The Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares on the Stock Exchange and the day on which the Scheme and the withdrawal of the listing of the Shares on the Stock Exchange will become effective. An expected timetable of the implementation of the Proposal is included in the section headed “Expected Timetable” of this Scheme Document.

Your attention is drawn to the paragraphs headed “15. Withdrawal of Listing of the Shares” and “17. Registration and Payment” in the section headed “Explanatory Memorandum” of this Scheme Document.

14. IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

Subject to the requirements of the Takeovers Code (including Note 2 to Rule 30.1), the Proposal and the Scheme will lapse if any of the Conditions has not been fulfilled or waived (where applicable) on or before the Long Stop Date. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under the Rule 31.1 of the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, (a) announce an offer or possible offer for the Company, or (b) acquire any voting rights of the Company if the Offeror or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer, in each case except with the consent of the Executive.

15. GENERAL MATTERS RELATING TO THE PROPOSAL

Overseas Scheme Shareholders

If you are an overseas Scheme Shareholder, your attention is drawn to the paragraph headed “19. Overseas Scheme Shareholders” in the section headed “Explanatory Memorandum” of this Scheme Document.

Taxation Advice

It is emphasised that none of the Offeror, the Company, DBSAC, the Independent Financial Adviser, nor any of their respective directors, officers, employees, agents, advisers, associates or any other person involved in the Proposal or the Scheme accepts any responsibility for any taxation effects on, or liabilities of, any persons as a result of the Proposal or the Scheme.

Your attention is drawn to the section headed “20. Taxation and Independent Advice” in the Explanatory Memorandum in Part VII of this Scheme Document.

Costs of the Scheme

If either the Independent Board Committee or the Independent Financial Adviser does not recommend the Proposal, and the Scheme is not approved, all costs and expenses incurred by the Company in connection therewith shall be borne by the Offeror in accordance with Rule 2.3 of the Takeovers Code. Since the Independent Board Committee has recommended the Proposal and the Independent Financial Adviser has recommended the Proposal as fair and reasonable, Rule 2.3 of the Takeovers Code is not applicable.

The Company and the Offeror have agreed that each party shall bear their own costs, charges and expenses of and incidental to the Proposal and the Scheme.

16. RECOMMENDATION

Your attention is drawn to the recommendations of the Independent Financial Adviser to the Independent Board Committee in respect of the Proposal as set out in the section headed “Letter from the Independent Financial Adviser” of this Scheme Document. We would advise you to read these letters carefully before you take any action in respect of the Proposal and the Scheme.

17. FURTHER INFORMATION

You are encouraged to read carefully (a) the sections headed “Letter from the Independent Board Committee”, “Letter from the Independent Financial Adviser” and “Explanatory Memorandum” of this Scheme Document; (b) the appendices of this Scheme Document, including the Scheme set out in Appendix IV of this Scheme Document; (c) the notice of Court Meeting in Appendix V of this Scheme Document; and (d) the notice of EGM in Appendix VI of this Scheme Document.

In addition, a **PINK** form of proxy in respect of the Court Meeting and a **WHITE** form of proxy in respect of the EGM are enclosed with this Scheme Document.

Shareholders and potential investors of the Company should be aware that the Proposal is subject to the Conditions being fulfilled or waived (as applicable), and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

* *For identification purpose only*

Yours faithfully,
For and on behalf of the Board
SAMSON HOLDING LTD.



Sheng Hsiung PAN
Director