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玖龍紙業(控股)有限公司*

NINE DRAGONS PAPER (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 2689)

**CHANGES OF DIRECTORS
AND
REORGANIZATION OF THE NOMINATION AND
CORPORATE GOVERNANCE COMMITTEE**

The board of directors (the "Board") of Nine Dragons Paper (Holdings) Limited (the "Company") is pleased to announce that Mr. Fok Kwong Man and Mr. Ng Leung Sing have been appointed as independent non-executive directors of the Company with effect from 3 March 2013. Mr. Chung Shui Ming, Timpson retired as an independent non-executive director and Ms. Gao Jing resigned as an executive director of the Company with effect from 3 March 2013.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. FOK Kwong Man (霍廣文) ("Mr. Fok"), aged 63, has been appointed as an independent non-executive director of the Company and a member of each of the Nomination Committee and the Corporate Governance Committee of the Board with effect from 3 March 2013.

Mr. Fok obtained a Bachelor of Science degree in Engineering from The University of Hong Kong, a Master of Business Administration degree from Columbia University, U.S.A. and a Master of Arts (Economics) degree and a Master of Science (Statistics) degree from Stanford University, U.S.A.

Mr. Fok has 25 years of experience with Exchange operator and securities regulatory bodies in Hong Kong and over 10 years in other financial services and China trade work. He last served as the Chief Marketing Officer of Hong Kong Exchanges and Clearing Limited and retired in August 2012. Mr. Fok had held various other senior positions in Hong Kong Exchanges and Clearing Limited including Head of Issuer Marketing Division, Head of Business Development Division, Head of Business Development and Investor Services Division and Deputy Chief Operating Officer. He was the Chief Executive of the Stock Exchange of Hong Kong Limited from 2000 to 2004 and had held other positions including Senior Executive Director of Regulatory Affairs Group and Executive Director of Listing Division before then.

Mr. Fok was Assistant Director of Corporate Finance of the Securities and Futures Commission from 1989 to 1992. He is an independent non-executive director of Luk Fook Holdings (International) Limited, a listed company in Hong Kong.

To the best knowledge of the Board, saved as disclosed above, Mr. Fok does not hold any other directorship in listed public companies in the last three years and does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

In accordance with the Company's bye-laws, Mr. Fok shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at the meeting. If re-elected, he will be subject to retirement by rotation at future annual general meetings in accordance with the Company's bye-laws. Mr. Fok is entitled to a director's fee of HK\$528,000 per annum which was determined with reference to the experience and duties of Mr. Fok as well as the prevailing market conditions and is subject to review by the remuneration committee of the Company from time to time.

As at the date of this announcement, Mr. Fok does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

Mr. NG Leung Sing (吳亮星) ("Mr. Ng"), SBS, JP, aged 63, has been appointed as an independent non-executive director of the Company and a member of each of the Audit Committee and the Remuneration Committee of the Board with effect from 3 March 2013.

Mr. Ng is vice chairman of Chiyu Banking Corporation Limited, the chairman of Bank of China (Hong Kong) Trustees Limited, a director of BOCHK Charitable Foundation Limited. Mr. Ng is a Hong Kong Deputy to the 10th, 11th and 12th National People's Congress, People's Republic of China, a member of the Legislative Council of the Hong Kong Special Administrative Region. He is also an independent non-executive director of MTR Corporation Limited and SmarTone Telecommunications Holdings Limited, both are listed companies in Hong Kong.

Mr. Ng was a member of The Court of The Lingnan University from 1999 to 2011, the General Manager of Bank-wide Operation Department of Bank of China (Hong Kong) Limited from August 2005 to July 2009, the executive director and general manager of The China and South Sea Bank Limited, Hong Kong from 1990 to 1998. He was previously a member of the managing board of The Kowloon-Canton Railway Corporation, Hong Kong. Mr. Ng is a graduate of University of East Asia, Graduate College, Macau and holds a diploma in Chinese Law.

To the best knowledge of the Board, saved as disclosed above, Mr. Ng does not hold any other directorship in listed public companies in the last three years and does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

In accordance with the Company's bye-laws, Mr. Ng shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at the meeting. If re-elected, he will be subject to retirement by rotation at future annual general meetings in accordance with the Company's bye-laws. Mr. Ng is entitled to a director's fee of HK\$528,000 per annum which was determined with reference to the experience and duties of Mr. Ng as well as the prevailing market conditions and is subject to review by the remuneration committee of the Company from time to time.

As at the date of this announcement, Mr. Ng does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Fok and Mr. Ng as independent non-executive directors of the Company that need to be brought to the attention of the shareholders of the Company, nor is there any information that need to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces the retirement of Mr. Chung Shui Ming, Timpson ("**Mr. Chung**") as an independent non-executive director of the Company with effect from 3 March 2013.

Mr. Chung has been an independent non-executive director of the Company since 2006. Owing to his personal work commitments, Mr. Chung has decided to retire from his position of independent non-executive director of the Company with effect from the expiry of his current service contract on 3 March 2013.

Mr. Chung is currently a member of each of the Remuneration Committee, the Audit Committee, the Nomination and Corporate Governance Committee of the Board. Mr. Chung will resign from the above committees upon his retirement.

Mr. Chung has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude and appreciation to Mr. Chung for his valuable contribution to the Company during his tenure of service.

RESIGNATION OF EXECUTIVE DIRECTOR

The Board announces the resignation of Ms. Gao Jing ("**Ms. Gao**") as an executive director of the Company with effect from 3 March 2013 due to work reallocation.

Ms. Gao has been promoted as the Deputy General Manager of Dongguan Nine Dragons Paper Industries Co., Limited (“Dongguan Nine Dragons”) in February 2013. Owing to her work commitments, Ms. Gao has decided to resign from her position of executive director of the Company with effect from 3 March 2013 and she is mainly in charge of financial management of Dongguan Nine Dragons.

Ms. Gao has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company.

REORGANIZATION OF BOARD COMMITTEES

In order to promote better corporate governance practices and enhance the accountability and transparency of the management of the Company, the Board has resolved to reorganize the Nomination and Corporate Governance Committee of the Board into two separate board committees, with effect from 3 March 2013 as follows:

- (1) the existing Nomination and Corporate Governance Committee of the Company be separated into two committees, the Nomination Committee and the Corporate Governance Committee;
- (2) the members of the Nomination Committee of the Company shall be Ms. Cheung Yan (Chairlady), Mr. Zhang Cheng Fei, Ms. Tam Wai Chu, Maria, Dr. Cheng Chi Pang and Mr. Fok Kwong Man; and
- (3) the members of the Corporate Governance Committee of the Company shall be Ms. Cheung Yan (Chairlady), Mr. Zhang Cheng Fei, Ms. Tam Wai Chu, Maria, Dr. Cheng Chi Pang and Mr. Fok Kwong Man.

By Order of the Board

Cheung Yan

Chairlady

Hong Kong, 27 February, 2013

As at the date of this announcement, the executive directors are Ms. Cheung Yan, Mr. Liu Ming Chung, Mr. Zhang Cheng Fei, Mr. Lau Chun Shun, Mr. Zhang Yuanfu and Ms. Gao Jing; the independent non-executive directors are Ms. Tam Wai Chu, Maria, Mr. Chung Shui Ming, Timpson, Dr. Cheng Chi Pang and Mr. Wang Hong Bo.

* *For identification purposes only*