



**CHINA SUNSHINE PAPER HOLDINGS COMPANY LIMITED**

**中國陽光紙業控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2002)**

**PROCEDURES FOR SHAREHOLDERS  
TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

Article 88 of the articles of association (the “**Articles of Association**”) of China Sunshine Paper Holdings Company Limited (the “**Company**”) provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

For the purpose of the Articles of Association:

- (i) “Board” means the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present;
- (ii) “Member” means a duly registered holder from time to time of the shares in the capital of the Company;
- (iii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles of Association; and
- (iv) “Registration Office” means, in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

Accordingly, if a shareholder of the Company wishes to nominate a person to stand for election as a director of the Company, the following documents must be validly served at the principal place of business of the Company in Hong Kong at Room 1627, 16/F., Ocean Centre, Harbour City, 5 Canton Road, Kowloon, Hong Kong or [at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong], including (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of the candidate’s willingness to be appointed together with (a) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and such other information, as set out in the below heading “Required information of the candidate(s) nominated by Shareholders”, and (b) the candidate’s written consent to the publication of his/her personal data.

If the documents are served after the Company has given notice of general meeting appointed for the election of director, the period for service of documents will commence on the day after the date of the notice of such general meeting and end seven (7) days prior to the date of such general meeting.

#### **Required information of the candidate(s) nominated by Shareholders**

In order to enable shareholders of the Company to make an informed decision on their election of directors of the Company, the above described notice of intention to propose a resolution by a shareholder of the Company should be accompanied by the following information of the nominated candidate(s):

- a) full name and age;
- b) positions held with the Company and its subsidiaries (if any);
- c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- e) length or proposed length of service with the Company;
- f) relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- g) interests in shares of par value HK\$0.10 each of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), or an appropriate negative statement;
- h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a director of the Company that should be brought to the attention of the shareholders of the Company; and
- i) contact details.

The shareholder of the Company proposing the candidate will be required to read out aloud the proposed resolution at the general meeting.

Hong Kong, 30 March 2012