



**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)

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 10 DECEMBER 2009 (OR ANY ADJOURNMENT THEREOF)**

I/We (Note 1) \_\_\_\_\_ of  
\_\_\_\_\_ being the holder(s)  
(Note 2) of \_\_\_\_\_ shares ("Shares") of HK\$0.10 each of China Sunshine Paper Holdings Company Limited  
("Company") hereby appoint the Chairman of the extraordinary general meeting (the "EGM") of the Company or \_\_\_\_\_  
\_\_\_\_\_ of  
\_\_\_\_\_ to act as my/our proxy (Note 3) at the  
EGM to be held at China Sunshine Paper Office Tower, Changle Economic Development Zone, Weifang 262400, Shandong, China  
on Thursday, 10 December 2009 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (Note 4).

Ordinary Resolutions		For	Against
1.	(a) To approve the Steam Supply Agreement dated 27 October 2009 entered into between Changle Shengshi Thermoelectricity Co., Ltd. ("Shengshi Thermoelectricity") and Weifang Shengtai Medicine Co., Ltd. ("Shengtai Medicine") and the non-exempt continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the "Listing Rules") contemplated thereunder;		
	(b) To approve the Steam Annual Cap (as defined in the circular of the Company dated 17 November 2009 ("Circular")) for each of the three financial years ending 31 December 2012; and		
	(c) To authorize any director ("Director") of the Company to execute all documents, instruments and agreements and to take all steps necessary or expedient to implement and / or give effect to the Steam Supply Agreement for and on behalf of the Company.		
2.	(a) To approve the Electricity Supply Agreement dated 27 October 2009 entered into between Shengshi Thermoelectricity and Shengtai Medicine and the non-exempt continuing connected transactions (as defined in the Listing Rules) contemplated thereunder;		
	(b) To approve the Electricity Annual Cap (as defined in the Circular) for each of the three financial years ending 31 December 2012; and		
	(c) To authorize any Director to execute all documents, instruments and agreements and to take all steps necessary or expedient to implement and / or give effect to the Electricity Supply Agreement for and on behalf of the Company.		

Date: \_\_\_\_\_

Shareholder's signature: \_\_\_\_\_ (Notes 5, 6, 7, 8 and 9)

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words "the Chairman of the extraordinary general meeting ("EGM") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided. If no name is inserted, the Chairman of the EGM will act as proxy.
4. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
8. Any alteration made to this form should be initialled by the person who signs the form.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

\* For identification purposes only