
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Sunshine Paper Holdings Company Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of China Sunshine Paper Holdings Company Limited to be held at China Sunshine Paper Office Tower, Changle Economic Development Zone, Weifang, Shandong, China on 30 December 2015 at 10:00 a.m. is set out on pages 5 and 6 of this circular.

Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible, and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	China Sunshine Paper Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Deloitte”	Deloitte Touche Tohmatsu, Certified Public Accountants
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at China Sunshine Paper Office Tower, Changle Economic Development Zone, Weifang, Shandong, China at 10:00 a.m. on 30 December 2015
“Grant Thornton”	Grant Thornton Hong Kong Limited
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Dongxing (*Chairman*)
Mr. Shi Weixin
Mr. Ci Xiaolei
Mr. Zhang Zengguo

Non-executive Directors:

Mr. Li Hengwen
Mr. Xu Leihua

Independent non-executive Directors:

Mr. Leung Ping Shing
Mr. Wang Zefeng
Ms. Jiao Jie

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business
in the PRC:*

Changle Economic Development Zone
Weifang 262400
Shandong
China

Principal place of business in Hong Kong:

Rooms 801 & 803, 8/F.
Beverly House
93-107 Lockhart Road
Wanchai
Hong Kong

11 December 2015

To the Shareholders,

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed change of auditors of the Group and the notice of the EGM.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 20 November 2015 in relation to the resignation of Deloitte and the proposed appointment of Grant Thornton as the auditor of the Company. Deloitte had resigned as auditor of the Company with effect from 20 November 2015 as the Company and Deloitte had not been able to reach an agreement in relation to the audit fee for the financial year ending 31 December 2015.

The Board proposes to appoint Grant Thornton as the new auditor of the Company, subject to the approval of the Shareholders at the EGM, to fill the casual vacancy following the resignation of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company in accordance with the Articles.

The Company has received from Deloitte a confirmation that there are no matters that need to be brought to the attention of the Shareholders in relation to the change of auditors of the Company. To the best of the Directors' knowledge, save as disclosed above, there are no circumstances in respect of the proposed change of auditors which should be brought to the attention of the Shareholders.

EGM

The notice convening the EGM is set out on pages 5 and 6 of this circular.

At the EGM, an ordinary resolution will be proposed for the Shareholders to approve the appointment of Grant Thornton as auditor of the Company.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the EGM or any adjourned meeting should you so desire.

VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolution proposed at the EGM shall be voted by poll pursuant to the Articles. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed change of auditors is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 29 December 2015 to 30 December 2015 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 28 December 2015.

Yours faithfully,
For and on behalf of
China Sunshine Paper Holdings Company Limited
Wang Dongxing
Chairman



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)

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Sunshine Paper Holdings Company Limited (the “**Company**”) will be held at China Sunshine Paper Office Tower, Changle Economic Development Zone, Weifang, Shandong, China on 30 December 2015 at 10:00 a.m. to consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Grant Thornton Hong Kong Limited be and is hereby appointed as the auditor of the Company to fill the vacancy following the resignation of Deloitte Touche Tohmatsu, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorized to fix their remuneration.”

By Order of the Board
China Sunshine Paper Holdings Company Limited
Wang Dongxing
Chairman

Weifang, China, 11 December 2015

As at the date of this notice, the Directors are:

Executive Directors: Mr. Wang Dongxing, Mr. Shi Weixin, Mr. Zhang Zengguo and Mr. Ci Xiaolei

Non-executive Directors: Mr. Li Hengwen and Mr. Xu Leihua

Independent non-executive Directors: Mr. Leung Ping Shing, Mr. Wang Zefeng and Ms. Jiao Jie

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NOTICE OF EGM

Notes:

1. The register of members of the Company will be closed from 29 December 2015 to 30 December 2015 (both days inclusive) during which period no transfer of share(s) will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m on 28 December 2015.
2. A member of the Company entitled to attend and vote at the EGM may appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
3. A form of proxy for use at the EGM is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint registered holders of any shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
5. Completion and return of the proxy form will not preclude a shareholder from subsequently attending and voting in person at the EGM or any adjournment thereof if he/she so desires. If a shareholder attends the EGM after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.