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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)

NOTICE OF THE 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 Province, the PRC on 10 December 2009 at 10:00 a.m. to consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) 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 be and are hereby approved;
- (b) 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 be and are hereby approved; and
- (c) any director (“**Director**”) of the Company be and is hereby authorised, for and on behalf 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.”

2. “**THAT:**

- (a) 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 be and are hereby approved;

- (b) the Electricity Supply Annual Cap (as defined in the Circular) for each of the three financial years ending 31 December 2012 be and are hereby approved; and
- (c) any Director of the Company be and is hereby authorised, for and on behalf 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 Electricity Supply Agreement.”

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

Weifang, the PRC, 17 November 2009

Notes:

1. *Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote on his behalf in accordance with the articles of the Company. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.*
2. *A form of proxy for use at the EGM is enclosed. In order 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 Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, located at Room 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.*
3. *Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.*
4. *Completion and return of the form of proxy will not preclude a shareholder from 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.*
5. *Voting of the ordinary resolutions as set out in this notice will be by poll.*
6. *Unless otherwise specified in this notice, all capitalised terms stated herein shall have the same meaning as such terms are defined in the Circular.*

As at the date of this announcement, the executive Directors are Mr. Wang Dongxing, Mr. Shi Weixin, Mr. Zhang Zengguo and Mr. Wang Yilong, the non-executive Directors are Mr. Xu Fang and Mr. Wang Junfeng, and the independent non-executive Directors are Ms. Wong Wing Yee, Jessie, Mr. Wang Zefeng and Mr. Xu Ye.

* *For identification purposes only*