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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“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 Monday, 28 December 2020 at 10:00 am, for the purposes of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- a) the terms and conditions of the Limited Partnership Agreement dated 25 September 2020 (as defined in the circular of the Company dated 10 December 2020 (the “**Circular**”)), in relation to the establishment of Weifang City Century Sunshine Old-to-New Momentum Conversion Equity Investment Fund Partnership (Limited Partnership)* (濰坊市世紀陽光新舊動能轉換股權投資基金合夥企業(有限合夥)) (the “**Partnership**”), entered between 上海王的實業有限公司 (Shanghai Wangreat Industrial Co., Ltd.*) (“**Shanghai Wangreat**”), 昌樂盛世熱電有限責任公司 (Changle Shengshi Thermoelectricity Power Co., Ltd.*) (“**Changele Shengshi**”), 濰坊恒新資本管理有限公司 (Weifang Hengxin Capital Management Co., Ltd.*) and 昌樂縣寶都國有資產投資有限公司 (Changle Baodu State Owned Assets Investment Co., Ltd*), collectively as the limited partners of the Partnership and 山東新嘉股權投資管理股份有限公司 (Shandong Xinjia Investment Management Company (Limited Company)*), as the general partner of the Partnership, a copy of which has been initialed by a Director and marked “A” for the purpose of identification and the transactions contemplated thereunder, be and are hereby ratified, approved and confirmed;

- b) the terms and conditions of the Equity Investment Agreement dated 29 September 2020 (as defined in the Circular) entered between the Partnership as the investor, 山東科邁生物制漿有限公司 (Kemai Bio-mechanical Pulp Co., Ltd.*) (“**Kemai Pulp**”) as the target company and 山東世紀陽光紙業集團有限公司 (Shandong Century Sunshine Paper Group Company Limited*) in relation to the investment into Kemai Pulp, a copy of which has been initialed by a Director and marked “**B**” for the purpose of identification and the transactions contemplated thereunder be and are hereby ratified, approved and confirmed; and
- c) any one director of the Company (the “**Director**”) be and is hereby generally and unconditionally be authorized to do such further acts or things and to sign and execute such documents (and, where necessary, to affix the seal of the Company in accordance with the articles of association of the Company) and to take all such steps which in the opinion of such Director may be necessary, desirable or expedient to implement and/or to give effect to the Limited Partnership Agreement and the Equity Investment Agreement and the transactions contemplated thereunder and to agree to such variations, amendments, supplements or waivers of matters relating thereto as are, in the opinion of such Director, in the interest of the Company.”

By order of the Board
China Sunshine Paper Holdings Company Limited
Wang Dongxing
Chairman and Executive Director

Weifang, Shandong Province, the PRC, 10 December 2020

* *For identification purpose only*

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed.
2. Any member of the Company entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any general meeting (or at any class meeting). The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at any general meeting, either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint holders be present at any general meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.

4. In order to be valid, a proxy form in the prescribed form 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 branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 48 hours before the time fixed for holding of the EGM or any adjournment of such meeting.
5. 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.

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

<i>Executive Directors:</i>	<i>Mr. Wang Dongxing (Chairman), Mr. Shi Weixin, Mr. Wang Changhai, Mr. Zhang Zengguo and Mr. Ci Xiaolei</i>
<i>Non-executive Director:</i>	<i>Ms. Wu Rong</i>
<i>Independent Non-executive Directors:</i>	<i>Ms. Shan Xueyan, Mr. Wang Zefeng and Ms. Jiao Jie</i>