



Qunxing Paper Holdings Company Limited

群星紙業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3868)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Qunxing Paper Holdings Company Limited (the “**Company**”) will be held at Oasis Room, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 3 November 2009, at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

Ordinary Resolution

“**THAT:**

- (1) the Acquisition Agreement (as defined in the Company’s circular (the “**Circular**”) dated 15 October 2009 of which this notice of the EGM forms part) relating to the Acquisition (as defined in the Circular) by 山東群星紙業有限公司 (Shandong Qunxing Paper Limited*), an indirect wholly-owned subsidiary of the Company, of the entire registered capital of and shareholder loans to 通遼長星風力發電有限公司 (Tongliao Changxing Wind Power Co., Ltd.*) (the “**Target Company**”), a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified;
- (2) all the transactions contemplated under:
 - (a) the Acquisition Agreement; and
 - (b) subject to the completion of the Acquisition, the EES Supply Contracts (as defined in the Circular) relating to the supply of 58 sets of 850 KW wind turbines, other related equipment and certain engineering services by 山東長星風電科技有限公司 (Shandong Changxing Wind Power Technology Co., Ltd.*) to the Target Company for the construction of the Wind Farm (as defined in the Circular), copies of which have been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification;(collectively the “**Acquisition Transactions**”) be and are hereby approved; and
- (3) that any one director (the “**Director**”) of the Company be and he is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents by hand and, where required, under the common seal of the Company together with such other Director or person authorized by the board of Directors, which in his or their opinion

may be necessary desirable or expedient to carry into effect or to give effect to the Acquisition Agreement, the EES Supply Contracts and/or the Acquisition Transactions, including such changes, amendment or waiver thereto which are not fundamentally different from those as provided under the Acquisition Agreement and the EES Supply Contracts.”

Yours faithfully,
By Order of the Board
ZHU Yu Guo
Chairman

Shandong, the PRC, 15 October 2009

Registered Office:

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Cayman Islands

Principal Place of Business in Hong Kong:

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Enterprise Square Two
No. 3 Sheung Yuet Road
Kowloon Bay
Hong Kong

Notes:

1. The above resolution (which for clarity purpose has been presented in three parts, namely items (1) to (3)) shall be voted as a single resolution only.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
3. In case of joint registered holders of any shares, any one of such persons may vote at any meeting, either in person or by proxy; but if more than one of such joint holders be present at any meeting in person or by proxy, the said person whose name stands first on the register of members of the Company shall alone be entitled to vote in respect thereof.
4. To be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed holding the meeting or any adjourned meeting.
5. The English text of this notice shall prevail over the Chinese version.

As at the date of this notice, the executive directors of the Company are Dr. ZHU Yu Guo (Chairman), Mr. ZHU Mo Qun (Vice-Chairman) and Mr. SUN Zhen Shui; the non-executive director of the Company is Ms. SUN Rui Fang; the independent non-executive directors of the Company are Messrs. ZHAO Wei, WANG Lu and KWONG Kwan Tong.

* *the unofficial English transliteration or translation is for identification purpose only*