



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)

**Form of Proxy for use at the Extraordinary General Meeting to be held on
Tuesday, 3 November 2009 (or any adjournment thereof)**

I/We¹ _____
of _____
being the registered holder(s) of² _____
ordinary share(s) of HK\$0.10 each in the share capital of Qunxing Paper Holdings Company Limited
(the “**Company**”), hereby appoint³ _____
of _____
or failing him/her, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the
extraordinary general meeting of the Company (the “**EGM**”) to 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. (and at any adjournment thereof) to vote for me/us on my/our behalf in respect of a
resolution set out in the notice convening the EGM (the “**EGM Notice**”) as indicated below or, if no
such indication is given, as my/ our proxy thinks fit.

ORDINARY RESOLUTION	FOR⁴	AGAINST⁴
To approve the Acquisition Agreement (as defined in the Company’s circular (the “ Circular ”) dated 15 October 2009) relating to the acquisition of the entire registered capital of and shareholder loans to Tongliao Changxing Wind Power Co., Ltd. (the “ Target Company ”), 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 Shandong Changxing Wind Power Technology Co., Ltd. to the Target Company for the construction of the Wind Farm (as defined in the Circular) and all the transactions contemplated under the Acquisition Agreement and the EES Supply Contracts, and to authorise the Company’s directors to do all things and acts which they consider necessary, desirable or expedient in connection with the Acquisition Agreement, the EES Supply Contracts and the transactions contemplated thereunder.*		

Dated this _____ day of _____ 2009 Signed⁵ _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy related. If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any alternation made to this form must be initialed by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PUT A TICK “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PUT A TICK “✓” IN THE BOX MARKED “AGAINST”.** If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of Shares in lieu of putting a tick in the relevant box. A shareholder (including his proxy(ies)) entitled to two or more votes need not cast all his votes in the same way. Failure to complete any of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the EGM Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders of any shares, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares(s) shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy together with power of attorney, or other authority (if any) under which it is signed, or a notarially certified copy thereof, 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 for holding the EGM or any adjournment thereof (as the case may be).
8. A member entitled to vote at the EGM is entitled to appoint one or more proxies to attend and vote in his stead. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the EGM in person or any adjournment thereof (as the case may be) if you so wish. If you attend and vote at the EGM in person and in such event, this form of proxy will be revoked.

* The full text of the resolution is set out in the EGM Notice