

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



山東晨鳴紙業集團股份有限公司
SHANDONG CHENMING PAPER HOLDINGS LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1812)

Notice of 2017 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Shandong Chenming Paper Holdings Limited (the “**Company**”) originally scheduled to be held on 31 May 2018 has been cancelled, and the 2017 annual general meeting (the “**AGM**”) is now postponed to be held at 2:00 p.m. on Wednesday, 13 June 2018 at the conference room of the research and development centre of the Company, No. 2199 Nongsheng Road East, Shouguang City, Shandong Province, the People's Republic of China (the “**PRC**”) for the purpose of passing the following resolutions:

ORDINARY RESOLUTIONS

1. The report of the Board of the Company for the year 2017
2. The report of the supervisory committee of the Company for the year 2017
3. The full text of the 2017 annual report of the Company and its summary
4. The 2017 financial report of the Company
5. The report of independent Directors of the Company for the year 2017

SPECIAL RESOLUTION

6. The profit appropriation proposal of the Company for the year 2017

* *For identification purpose only*

ORDINARY RESOLUTIONS

7. The 2017 annual remuneration scheme of the Directors, Supervisors and the senior management of the Company
8. The application for general credit lines by the Company
9. The appointment of the auditors of the Company for 2018

SPECIAL RESOLUTIONS

10. The provision of RMB503 million 3-year guarantee for the general banking facilities of subsidiaries
11. Issue of short-term commercial papers by the Company with respect of the following
 - 11.1 Size
 - 11.2 Term
 - 11.3 Coupon rate
 - 11.4 Issue target
 - 11.5 Use of proceeds
 - 11.6 Term of validity of the resolution
 - 11.7 Authorisation in relation to the issue of short-term commercial papers
12. Authorisation in relation to the issue of new shares of the Company

“THAT:

- (a) subject to the following conditions, the general mandate is granted to the Board to allot, issue and deal in additional A Shares, B Shares, H Shares and/or preference shares in share capital of the Company:
 - (i) the Board shall allot, issue and deal in or agree conditionally or unconditionally to allot, issue or deal in A Shares, B Shares, H Shares and/or preference shares of the Company of not more than 20% of the respective number of A Shares, B Shares, H Shares and/or preference shares in issue pursuant to the general mandate;
 - (ii) the Board shall only exercise the general mandate upon obtaining all necessary approvals from government and/or regulatory authorities, if any, and in accordance with applicable laws (including, but not limited to, the Company Law of China and the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”));

- (iii) general mandate shall always be effective until the earliest of: (1) the conclusion of the next annual general meeting of the Company; or (2) the expiration of the 12-month period following the passing of this resolution; or (3) the date on which the authorisation set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting; and
- (b) the Board is authorised to approve, execute and do or procure to be executed and done all such documents, deeds and matters as it may consider necessary or expedient in connection with the exercise of general mandate to allot and issue any new share as mentioned under paragraph (a) of this resolution.
- (c) **“Relevant Period”** means the period from the date of passing of this resolution until the earliest of
 - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of the 12-month period following the passing of this resolution; or
 - (iii) the date on which the authorisation set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.
- (d) for the purpose of this resolution:

“A Share(s)” means the domestic listed domestic share(s) in share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange in PRC and traded in RMB.

“B Share(s)” means the domestic listed foreign share(s) in share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange in PRC and traded in Hong Kong dollars.

“H Share(s)” means the overseas listed foreign share(s) in share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars.

“Preference Share(s)” means the preference share(s) with nominal value of RMB100 of the Company.

ORDINARY RESOLUTION

13. Resolution on the appointment of HU Changqing as an additional executive Directors

SPECIAL RESOLUTION

14. Resolution on the amendments to the Articles of Association

ORDINARY RESOLUTION

15. Resolution on the amendments to the Rules of Procedures of the Board of Directors

By order of the Board
Shandong Chenming Paper Holdings Limited
Chen Hongguo
Chairman

Shandong, the PRC
26 April 2018

Notes:

1. The register of members of the Company will be temporarily closed from 1 May 2018 to 13 June 2018 (both days inclusive) during which no transfer of H shares of the Company will be registered in order to determine the list of holders of H shares of the Company for attending the AGM. The last lodgement for the transfer of the H shares of the Company should be made on Monday, 30 April 2018 at Computershare Hong Kong Investor Services Limited by or before 4:30 p.m. The holders of H shares of the Company or their proxies being registered at the close of business on 30 April 2018 are entitled to attend the AGM by presenting their identity documents. The address of Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
2. Each shareholder having the rights to attend and vote at the AGM is entitled to appoint one or more proxies (whether a shareholder or not) to attend and vote on his behalf. Should more than one proxy be appointed by one shareholder, such proxy shall only exercise his voting rights on a poll.
3. Shareholders can appoint a proxy by an instrument in writing (i.e. by using the proxy form enclosed). The proxy form shall be signed by the person appointing the proxy or an attorney authorised by such person in writing. If the proxy form is signed by an attorney, the power of attorney or other documents of authorisation shall be notarially certified. To be valid, the proxy form and the notarially certified power of attorney or other documents of authorisation must be delivered to in the case of H shares, the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; not later than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof.
4. Shareholders who intend to attend the AGM are requested to deliver the duly completed and signed reply slip for attendance to the securities and investment management department of the Company at No. 2199 Nongsheng Road East, Shouguang City, Shandong Province, the PRC in person, by post or by facsimile on or before Wednesday, 23 May 2018 for shareholders of H shares of the Company.
5. Shareholders or their proxies shall present proofs of their identities upon attending the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.
6. The AGM is expected to last for half day. The shareholders and proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
7. The Notice of 2017 Annual General Meeting published on the website of the Stock Exchange on 28 March 2018, which has already despatched to shareholders, is no longer valid and is replaced by this notice.
8. The Company's registered address:
No. 595 Shengcheng Road, Shouguang City, Shandong Province, the PRC
Postal code: 262705
Telephone: (86)-536-2158008
Facsimile: (86)-536-2158977

As at the date of this notice, the executive Directors are Mr. Chen Hongguo, Mr. Yin Tongyuan, Mr. Li Feng and Mr. Geng Guanglin, the non-executive Directors are Ms. Yang Guihua and Ms. Zhang Hong and the independent non-executive Directors are Ms. Pan Ailing, Ms. Wang Fengrong, Mr. Huang Lei and Ms. Liang Fu.