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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 2018 SIXTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2018 sixth extraordinary general meeting (the “**EGM**”) of Shandong Chenming Paper Holdings Limited (the “**Company**”) will be held at 2:00 p.m. on Friday, 28 December 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 resolution:

SPECIAL RESOLUTION

1. Resolution in relation to the amendment of the “Articles of Association of the Company”

ORDINARY RESOLUTION

2. Resolution in relation to the amendment of the “Rule of Procedure of the Supervisory Committee”

For more information about the said amendment of resolutions, please refer to appendix of this notice.

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

Shandong, PRC
9 November 2018

* For identification purpose only

Notes:

1. The register of members of the Company will be temporarily closed from 28 November 2018 to 28 December 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 EGM. The last lodgment for the transfer of the H shares of the Company should be made on 27 November 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 27 November 2018 are entitled to attend the EGM 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 EGM 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 EGM or any adjournment thereof.
4. Shareholders or their proxies shall present proofs of their identities upon attending the EGM. Should a proxy be appointed, the proxy shall also present the proxy form.
5. The EGM is expected to last for half day. The shareholders and proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
6. 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 announcement, the executive Directors are Mr. Chen Hongguo, Mr. Li Feng, Mr. Geng Guanglin, Mr. Hu Changqing and Mr. Chen Gang; 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.

Appendix

Resolution 1 in relation to the amendment of the “Articles of Association of the Company”:

Original	Amended
<p>Article 269 The Supervisory Committee shall be composed of five (5) Supervisors, one of which shall act as the chairman. The term of office of Supervisors shall be three (3) years, renewable upon re-election and reappointment.</p> <p>.....</p> <p>The chairman of the Supervisory Committee shall be elected and replaced by more than three thirds of the members of the Supervisory Committee.</p>	<p>Article 269 The Supervisory Committee shall be composed of three (3) Supervisors, one of which shall act as the chairman. The term of office of Supervisors shall be three (3) years, renewable upon re-election and reappointment.</p> <p>.....</p> <p>The chairman of the Supervisory Committee shall be elected and replaced by more than two-thirds of the members of the Supervisory Committee.</p>
<p>Article 270 The Supervisory Committee shall comprise three (3) external Supervisors and two (2) representatives of staff and workers. The external Supervisors shall be elected and removed at a shareholders’ general meeting; the representative of workers and staff shall be elected and removed democratically by the workers and staff of the Company.</p>	<p>Article 270 The Supervisory Committee shall comprise two (2) external Supervisors and one (1) representatives of staff and workers. The external Supervisors shall be elected and removed at a shareholders’ general meeting; the representative of workers and staff shall be elected and removed democratically by the workers and staff of the Company.</p>

Resolution 2 in relation to the amendment of the “Rule of Procedure of the Supervisory Committee”:

Original	Amended
<p>4 The Supervisory Committee shall comprise three (3) external Supervisors and two (2) representatives of staff and workers.</p>	<p>4 The Supervisory Committee shall comprise two (2) external Supervisors and one (1) representatives of staff and workers.</p>