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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 Annual General Meeting**

**NOTICE IS HEREBY GIVEN THAT** the 2018 annual general meeting (the “AGM”) of Shandong Chenming Paper Holdings Limited (the “Company”) will be held at 2:30 p.m. on Tuesday, 11 June 2019 at the Meeting Room, 16th Floor, Shanghai Pujiang International Finance Plaza, 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 2018
2. The report of the supervisory committee of the Company for the year 2018
3. The full text of the 2018 annual report of the Company and its summary
4. The 2018 financial report of the Company
5. The report of independent Directors of the Company for the year 2018
6. The profit appropriation proposal of the Company for the year 2018
7. The 2018 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 2019

\* *For identification purpose only*

## SPECIAL RESOLUTIONS

### 10. General mandate 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.

11. The provision of guarantee for the general banking facilities of subsidiaries
12. To consider the resolutions of the Company in relation to the issue of super and short-term commercial papers with respect of the following
  - 12.1 Size
  - 12.2 Term
  - 12.3 Coupon rate
  - 12.4 Issue target
  - 12.5 Use of proceeds
  - 12.6 Term of validity of the resolution
  - 12.7 Authorisation in relation to the Company’s issue of super and short-term commercial papers
13. To consider the resolutions of the Company in relation to the issue of medium-term notes with respect of the following
  - 13.1 Size
  - 13.2 Term
  - 13.3 Coupon rate
  - 13.4 Issue target

- 13.5 Use of proceeds
- 13.6 Term of validity of the resolution
- 13.7 Authorisation in relation to the Company's issue of medium-term notes
- 14. To consider the resolutions of the Company in relation to the issue of short-term commercial papers with respect of the following
  - 14.1 Size
  - 14.2 Term
  - 14.3 Coupon rate
  - 14.4 Issue target
  - 14.5 Use of proceeds
  - 14.6 Term of validity of the resolution
  - 14.7 Authorisation in relation to the Company's issue of short-term commercial papers

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

Shandong, the PRC  
29 March 2019

*Notes:*

1. The register of members of the Company will be temporarily closed from 10 May 2019 to 11 June 2019 (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 Thursday, 9 May 2019 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 9 May 2019 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 Tuesday, 21 May 2019 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 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.*