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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)

SECOND REVISED NOTICE OF 2019 THIRD EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTICE: This second revised notice of 2019 third extraordinary general meeting (the “**Second Revised Notice**”) has replaced the revised notice of 2019 third extraordinary general meeting uploaded to the website of The Stock Exchange of Hong Kong Limited on 25 October 2019. Resolutions for the 2019 third extraordinary general meeting as set out in this Second Revised Notice shall prevail.

On 6 November 2019, the Company received a letter on extraordinary motion from its substantial shareholder, Chenming Holding Limited (“**Chenming Holding**”). It is proposed that the shareholders shall approve the additional resolution in relation to the Letter on New Motions for Approval at the 2019 Third Extraordinary General Meeting of Chenming Paper at the 2019 third extraordinary general meeting. The additional resolutions in relation to the Amendments to the Articles of Association and the Amendments to the Rules of Procedures for General Meetings are proposed to be considered and approved at the general meeting. According to Article 102 of the Articles of Association, shareholders individually or jointly holding over 3% of the total shares with voting rights of the Company are entitled to propose extraordinary motions to the Company and submit them to the convener ten (10) working days before the convening of the general meeting. The Company shall issue supplementary notice in respect of motions within the terms of reference of the general meeting within two (2) working days after receiving the proposed motions.

NOTICE IS HEREBY GIVEN THAT the 2019 third extraordinary general meeting (the “**EGM**”) of Shandong Chenming Paper Holdings Limited (the “**Company**”) will be held at 2:00 p.m. on Tuesday, 3 December 2019, 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:

ORDINARY RESOLUTIONS

1. Resolution in relation to the provision of guarantee to a subsidiary of the Company (for details, please refer to the overseas regulatory announcement of the Company dated 17 October 2019)

* For identification purpose only

2. Resolution in relation to the acceptance of financial subsidy and related party transaction (for details, please refer to the overseas regulatory announcement of the Company dated 25 October 2019)

SPECIAL RESOLUTION

3. Resolution in relation to the amendments to the Articles of Association (for details, please refer to the overseas regulatory announcement of the Company dated 6 November 2019)

ORDINARY RESOLUTION

4. Resolution in relation to the amendments to the Rules of Procedures for General Meetings (for details, please refer to the overseas regulatory announcement of the Company dated 6 November 2019)

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

Shandong, PRC
6 November 2019

Notes:

1. The register of members of the Company will be temporarily closed from 2 November 2019 to 3 December 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 EGM. The last lodgment for the transfer of the H shares of the Company should be made on 1 November 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 1 November 2019 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. Hu Changqing, Mr. Li Xingchun and Mr. Chen Gang; the non-executive Directors are Mr. Han Tingde and Mr. Li Chuanxuan; and the independent non-executive Directors are Ms. Yin Meiqun, Mr. Sun Jianfei and Mr. Yang Biao.