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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 2016 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2016 second extraordinary general meeting (the “EGM”) of Shandong Chenming Paper Holdings Limited (the “Company”) will be held at 2:00 p.m. on Tuesday, 31 May 2016, 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:

AS ORDINARY RESOLUTIONS:

1. To consider and approve the report on use of proceeds of the previous proceeds of the Company;
2. To consider and approve the formulation of the Administrative Measures of Proceeds of Shandong Chenming Paper Holdings Limited;
3. To consider and approve the setting up of an account for the proceeds from the non-public issue of A shares;
4. To consider and approve the fulfilment of conditions in respect of the non-public issue of A shares of the Company;
5. To consider and approve the feasibility analysis report on the use of proceeds of the non-public issue of A shares of the Company;
6. To consider and approve the dilution of current returns and remedial measures upon the non-public offering of the Company;
7. To consider and approve the undertakings made by all directors and senior management on dilution of current returns and adoption of remedial measures upon the non-public offering of the Company;

* For identification purposes only

8. To consider and approve the formulation on the Dividend Distribution Plan for Shareholders of Shandong Chenming Paper Holdings Limited in the Coming Three Years (2016-2018);

AS SPECIAL RESOLUTIONS:

9. To consider and approve each item of the proposal on the non-public issue of A shares of the Company;
 - 9.1 Class and par value of shares to be issued;
 - 9.2 Method and timing of the issuance of shares;
 - 9.3 Issue price and the principle for pricing;
 - 9.4 Issue size;
 - 9.5 Target investors and method of subscription;
 - 9.6 Lock-up period;
 - 9.7 Place of listing of shares;
 - 9.8 Amount of proceeds and their use;
 - 9.9 The arrangement for accumulated undistributed profit before the completion of the issue;
 - 9.10 The validity of the resolution in respect of the issue;
10. To consider and approve the proposal on the non-public issue of A shares of the Company;
11. To consider and approve the entering into of conditional share subscription agreement and the non-public issue of shares of the Company involving related party transactions;
12. To consider and approve the amendments to the Articles of Association of Shandong Chenming Paper Holdings Limited; and
13. To consider and approve the proposing of the authorisation be granted to the board of directors by the general meeting to deal with matters relating to the non-public issue of A shares with absolute discretion.

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

Shandong, PRC
15 April 2016

Notes:

1. The register of members of the Company will be temporarily closed from 29 April 2016 to 31 May 2016 (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 28 April 2016 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 28 April 2016 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 who intend to attend the EGM are requested to deliver the duly completed and signed reply slip for attendance to the capital operation 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 10 May 2016 for shareholders of H shares of the Company.
5. 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.
6. 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.
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. Yin Tongyuan, Mr. Li Feng, Mr. Geng Guanglin, Mr. Hou Huancai and Mr. Zhou Shaohua, the non-executive Directors are Mr. Wang Xiaoqun and Ms. Yang Guihua, and the independent non-executive Directors are Mr. Wang Aiguo, Mr. Zhang Zhiyuan, Ms. Zhang Hong and Ms. Pan Ailing.