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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shandong Chenming Paper Holdings Limited (the "Company"), you should at once hand this circular to the purchaser(s) or transferee(s) or to the Company, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

- (1) PROPOSED ISSUE OF SHORT-TERM COMMERCIAL PAPERS
BY THE COMPANY
AND
(2) PROPOSED ISSUE OF CORPORATE BONDS BY THE COMPANY
AND
(3) PROPOSED ISSUE OF CORPORATE BONDS UNDER
PRIVATE PLACEMENT BY THE FINANCIAL LEASING COMPANY
AND
(4) PROPOSED ISSUE OF MEDIUM-TERM NOTES UNDER
PRIVATE PLACEMENT BY THE FINANCIAL LEASING COMPANY
AND
(5) ISSUE OF NEW SHARES UNDER GENERAL MANDATE
AND
(6) NOTICE OF 2015 ANNUAL GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A notice for convening the AGM (as defined below) of the Company to be held on 17 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"), are set out on pages 11 to 16 of this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon. In case of H Shares, the proxy form shall be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of A Shares and B Shares, the proxy form shall be lodged at the securities and investment management department of the Company at No. 2199 Nongsheng Road East, Shouguang City, Shandong Province, the PRC, as soon as possible and in any event not later than 24 hours before the time scheduled for holding the AGM (or any adjourned meetings thereof). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment if you so desire and completion and return of the reply slip will not affect the right of a shareholder to attend the AGM.

* For identification purposes only

30 April 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:-

“2014 AGM”	the 2014 annual general meeting of the Company held on 15 May 2015;
“AGM”	the 2015 annual general meeting of the Company to be held at 2:00 p.m. on 17 May 2016, the notice of which is set out on pages 11 to 16 of this circular;
“A Shares”	the domestic share(s) of the Company, with a nominal value of RMB1.00 each, which are listed on the SZSE in the PRC and traded in RMB (stock code: 000488);
“Board”	the board of Directors;
“B Shares”	the domestic listed foreign shares(s) of the Company, with a nominal value of RMB1.00 each, which are listed on the SZSE in the PRC and traded in Hong Kong dollars (stock code: 200488);
“Company”	Shandong Chenming Paper Holdings Limited (山東晨鳴紙業集團股份有限公司), a joint stock limited liability company incorporated in the PRC whose H Shares are listed on the main board of the Stock Exchange;
“Director(s)”	the director of the Company;
“EGM”	the 2015 first extraordinary general meeting of the Company held on 13 February 2015;
“Financial Leasing Company”	Shandong Chenming Financial Leasing Co., Ltd.;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB 1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars;
“Latest Practicable Date”	27 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“MTN”	Medium-Term Note;
“PRC”	the People’s Republic of China, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of PRC and Taiwan;
“Preference Share(s)”	issuance of not more than 45,000,000 domestic non-public preference shares to not more than 200 qualified investors at RMB100 per preference share which was approved at the EGM. As at the Latest Practicable Date, the Company has issued 22,500,000 preference shares;
“Shareholder(s)”	holder(s) of ordinary share(s) of RMB1.00 each of the Company;
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange;
“Stock Exchange”	the Stock Exchange of Hong Kong Limited;
“Supervisor”	the supervisor of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chen Hongguo
Mr. Yin Tongyuan
Mr. Li Feng
Mr. Hou Huancai
Mr. Zhou Shaohua
Mr. Geng Guanglin

Legal address:

No. 595 Shengcheng Road
Shouguang City
Shandong Province
PRC

Non-executive Directors:

Mr. Wang Xiaoqun Ms.
Yang Guihua

Independent non-executive Directors:

Mr. Wang Aiguo
Mr. Zhang Zhiyuan
Ms. Zhang Hong
Ms. Pan Ailing

30 April 2016

To the Shareholders

- (1) PROPOSED ISSUE OF SHORT-TERM COMMERCIAL PAPERS
BY THE COMPANY
AND
(2) PROPOSED ISSUE OF CORPORATE BONDS BY THE COMPANY
AND
(3) PROPOSED ISSUE OF CORPORATE BONDS UNDER
PRIVATE PLACEMENT BY THE FINANCIAL LEASING COMPANY
AND
(4) PROPOSED ISSUE OF MEDIUM-TERM NOTES UNDER
PRIVATE PLACEMENT BY THE FINANCIAL LEASING COMPANY
AND
(5) ISSUE OF NEW SHARES UNDER GENERAL MANDATE
AND
(6) NOTICE OF 2015 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information in certain resolutions to be proposed at the AGM.

2. PROPOSED ISSUE OF SHORT-TERM COMMERCIAL PAPERS BY THE COMPANY

Particulars of the short-term commercial papers are as follows:-

Size: unsecured at par value of not more than RMB6.0 billion in aggregate.

Term: not more than one year.

Coupon rate: to be determined based on availability of capital in the market.

Issue target: institutional investors in the inter-bank market of China.

Use of proceeds: to re-finance bank loans, optimise the debt structure of the Company or supplement the working capital.

Validity of relevant resolution: 24 months from the date of the approval at the AGM.

Measures to ensure repayment: at least the following measures are to be taken when it is expected that the Company is likely or unable to repay the principal and the interest thereof when they are due: suspension of profit distribution to the shareholders; suspension of the capital expenditure projects such as substantial external investments and acquisitions and mergers; reduction or suspension of the payment of the fees and bonus of the directors and the senior management; and no re-designation of the key responsible persons.

Authorisation in relation to the short-term commercial paper issue: To ensure that short-term commercial papers are issued in an orderly and efficient manner, the Board proposes to approve the authorisation to the management of the Company by the Board to deal with matters relating to the short-term commercial paper issue under the issue proposal mentioned above at the AGM, including but not limited to: (1) formulation of the detailed issue proposal relating to this short-term commercial paper issue and amendments and adjustments of the terms thereof, including but not limited to matters relating to reporting and issue thereof such as the timing, the size, the number of tranches, the coupon rates or the basis for determination thereof in so far as permitted by the laws and regulations in accordance with the circumstances of the Company and the market; (2) engaging intermediaries for the reporting of matters in relation to the issue thereof; (3) executing any related contract, agreement and document, including but not limited to application documents, underwriting agreements and announcements of various kinds; (4) dealing with necessary procedures, including but not limited to registration; and (5) the term of the authorisation will be effective from the date of the resolution relating to the short-term commercial paper issue as approved at the AGM to the date of the lapse of validity of the resolution of the general meeting relating to the short-term commercial paper issue or completion of the above matters under the authorisation and dealing with all other necessary matters relating to the short-term commercial papers issue.

LETTER FROM THE BOARD

3. PROPOSED ISSUE OF CORPORATE BONDS BY THE COMPANY

Particulars of the corporate bonds are as follows:-

Size: unsecured at par value of not more than RMB6.2 billion in aggregate.

Issue target: to be issued in tranche or tranches through public offering and the shareholders of the Company have no pre-emptive rights to subscribe therefor.

Class and term of the bonds: at fixed interest with a term of not more than 10 years (including 10 years). The bonds may have one maturity date or several maturity dates. The term and the size of the bonds of various maturity dates will be determined by the Board, which will be authorised at the general meeting, based on the market conditions and the capital requirements of the Company prior to the issue, and will be disclosed in the bond prospectus.

Coupon rate: together with the payment method thereof, to be determined by the Company and the sponsor (the lead underwriter) based on the market conditions.

Use of the proceeds: to re-finance bank loans, optimise the debt structure of the Company or supplement the working capital.

Validity of relevant resolution: 24 months from the date of the approval at the AGM.

Listing: upon completion of the issue thereof, the Company will apply for the listing and the permission to deal in the corporate bonds on the Shenzhen Stock Exchange. The corporate bonds to be issued may be listed and traded on other exchanges in so far as permitted by the applicable laws upon approval by the regulators.

Measures to ensure repayment: at least the following measures are to be taken when it is expected that the Company is likely or unable to repay the principal and the interest thereof when they are due: suspension of profit distribution to the shareholders; suspension of the capital expenditure projects such as substantial external investments and acquisitions and mergers; reduction or suspension of the payment of the fees and bonus of the directors and the senior management; and no re-designation of the key responsible persons.

Authorisation in relation to the corporate bond issue: To ensure this issue of corporate bonds to proceed orderly and efficiently, the Board requested the general meeting of the Company to agree the management of the Company be authorised by the Board to deal with the matters relating to the issue of the corporate bonds, including but not limited to: (1) formulation the issue proposal relating to this corporate bond issue and amendment and adjustment of the issuing terms of this corporate bond issue, including but not limited to the matters relating to the reporting and issue of the corporate bonds such as the timing of the issue, the size, the number of tranches, the term, the coupon rates of the bonds and their determination and the placing arrangement in so far as permitted by the laws and regulations and under the circumstances of the Company and the market; (2) appointment of intermediaries to deal with the reporting of the corporate bond issue; (3) selecting a bond trustee, executing the bond trust agreement and formulating rules for bondholders' meetings; (4) executing the contracts, agreements

LETTER FROM THE BOARD

and documents relating to the corporate bond issue, including but not limited to the issue document, the underwriting agreement and various announcements; (5) completing the necessary procedures, including but not limited to the related registrations and the matters relating to their listing; and (6) the term of the authority with effect from the date of the resolution relating to the corporate bond issue and this resolution as approved by the general meeting to the date of the lapse of the resolution of the general meeting relating to the corporate bond issue or completion of the above matters under the authority and dealing with all the necessary matters relating to the corporate bond issue.

4. PROPOSED ISSUE OF CORPORATE BONDS UNDER PRIVATE PLACEMENT BY THE FINANCIAL LEASING COMPANY

Particulars of the corporate bonds under private placement are as follows:-

Size: guaranteed by the Company at par value of not more than RMB3.0 billion in aggregate.

Term: not more than 5 years.

Issue method: in tranche or tranches under private placement.

Coupon rate: to be determined according to the availability of capital in the market.

Use of proceeds: to re-finance bank loans, optimise the debt structure of the Company or supplement the working capital.

Validity of relevant resolution: 36 months from the date of the approval at the AGM.

Issue target: institutional investors in the inter-bank market of China.

Listing: upon completion of the issue thereof, the Company will apply for the listing and the permission to deal in the Private Bonds on the Shenzhen Stock Exchange. The private bonds to be issued may be listed and traded on other exchanges in so far as permitted by the applicable laws upon approval by the regulators.

Measures to ensure repayment: at least the following measures are to be taken when it is expected that the Company is likely or unable to repay the principal and the interest thereof when they are due: suspension of profit distribution to the shareholders; suspension of the capital expenditure projects such as substantial external investments and acquisitions and mergers; reduction or suspension of the payment of the fees and bonus of the directors and the senior management; and no re-designation of the key responsible persons.

Authorisation in relation to the private bond issue: To ensure that private bonds are issued in an orderly and efficient manner, the Board proposes to approve the authorisation to the management of the Company by the Board to deal with matters relating to the private bond issue under the issue proposal mentioned above at the AGM, including but not limited to: (1) formulation of the detailed issue proposal relating to this private bond issue and amendments and adjustments of the terms thereof, including but not limited to matters relating to reporting and issue thereof such as the timing,

LETTER FROM THE BOARD

the size, the number of tranches, the term, the coupon rates and the basis for determination thereof in so far as permitted by the laws and regulations in accordance with the circumstances of the Company and the market; (2) engaging intermediaries for the reporting of matters in relation the issue thereof; (3) selecting a custodian for the private bonds, entering into a custodian agreement of private bonds, and formulating rules for bondholders meetings; (4) executing any related contract, agreement and document, including but not limited to application documents, underwriting agreements and announcements of various kinds; (5) dealing with necessary procedures, including but not limited to registration and matters relating to the listing thereof; and (6) the term of the authorisation will be effective from the date of the resolution relating to the private bond issue as approved at the AGM to the date of the lapse of validity of the resolution of the general meeting relating to the private bond issue or completion of the above matters under the authorisation and dealing with all other necessary matters relating to the private bonds issue.

5. PROPOSED ISSUE OF MEDIUM-TERM NOTES UNDER PRIVATE PLACEMENT BY THE FINANCIAL LEASING COMPANY

Particulars of the MTNs under private placement are as follows:-

Size: guaranteed by the Company at par value of not more than RMB3.0 billion in aggregate.

Term: not more than 5 years.

Coupon rate: to be determined subject to market condition.

Use of proceeds: subject to usage permitted by relevant regulatory authorities, mainly for repayment of loans, replenishment of working capital and project investments.

Issue method: in a tranche or tranches subject to market conditions, capital requirements and regulatory requirements.

Issue target: institutional investors in the inter-bank market of China other than those prohibited by national laws and regulations.

Validity of relevant resolution: 36 months from the date of the approval at the AGM.

Authorisation in relation to the MTN issue: To ensure that MTNs are issued in an orderly and efficient manner, the Board proposes to approve the authorisation to the management of the Company by the Board to deal with matters relating to the MTN issue under the issue proposal mentioned above at the AGM, including but not limited to: (1) formulation of the detailed issue proposal relating to this MTN issue and amendments and adjustments of the terms thereof, including but not limited to matters relating to reporting and issue thereof such as the timing, the size, the method of issue, the number of tranches, the maturity, the coupon rates and the basis for determination thereof in so far as permitted by the laws and regulations in accordance with the circumstances of the Company and the market; (2) selecting underwriter for MTNs, entering into an underwriting agreement of MTNs, and formulating rules for noteholders meetings; (3) executing any related contract, agreement and document, including but not limited to application documents, underwriting agreements and

LETTER FROM THE BOARD

announcements of various kinds; (4) dealing with necessary procedures, including but not limited to registration; (5) the term of the authorisation will be effective from the date of the resolution relating to the MTN issue as approved at the AGM to the date of the lapse of validity of the resolution of the general meeting relating to the MTN issue or completion of the above matters under the authorisation; and (6) dealing with all other necessary matters relating to the MTNs issue.

6. ISSUE OF NEW SHARES UNDER GENERAL MANDATE

At the 2014 AGM, among other things, the Company has obtained the approval of the Shareholders to issue the Preference Shares and the general mandate (“**General Mandate**”) to the Directors to allot, issue of Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company. Pursuant to the resolution of the EGM, 45,000,000 Preference Shares were authorised to be issued. As at the Latest Practicable Date, the Company has issued 22,500,000 Preference Shares.

The aforesaid General Mandate will expire at the conclusion of the AGM. A special resolution will be proposed at the AGM to approve the grant of the General Mandate to the Directors to allot, issue and deal with additional A Shares and/or B Shares and/or H Shares and/or Preference Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the special resolution which will continue in force (i) until the conclusion of the next annual general meeting of the Company; (ii) expiration of the 12-month period from the date of passing of this special resolution and; (iii) the date on which the authority granted is revoked or varied by special resolution of the shareholders in general meeting, whichever occurs first. As the validity period on the issuance of the Preference Shares is 24 months from the 2014 AGM, in the event that the proposed issuance of Preference Shares is not completed before the expiry of the validity period of the general mandate, the Company may seek another Shareholders’ approval to renew the General Mandate or for specific authorization (if appropriate) to proceed further with the issuance of the Preference Shares.

As at the Latest Practicable Date, there were 1,113,278,456 A Shares, 470,923,511 B Shares, 352,203,500 H Shares and 22,500,000 Preference Shares in issue. The number of A Shares and/or B Shares and/or H Shares and/or Preference Shares to be separately or concurrently allotted, issued and/or dealt with by the Board, shall not exceed 20% of the aggregate number of each of existing A Shares and/or B Shares and/or H Shares in issue as at the date of passing of this special resolution at the AGM. In this regard, a maximum of 222,655,691 A Shares, 94,184,702 B Shares, 70,440,700 H Shares. The Company will use the General Mandate under the A Shares to issue the remaining Preference Shares. As at the Latest Practicable Date, other than the proposed issuance of the remaining Preference Shares, the Board has no firm intention with respect to the possibility or timing of any issue of new Shares pursuant to the General Mandate.

7. THE AGM

A notice convening the AGM to be held at the Company, 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**”) on Tuesday, on 17 May 2016, are set out on pages 11 to 16 of this circular.

LETTER FROM THE BOARD

The resolutions put to vote at the AGM will be decided by way of poll as required by the Listing Rules.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holder of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited by hand, by post or by fax not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Company's Board of Directors' Office on or before 26 April 2016.

8. CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

The register of members of the Company will be temporarily closed from 16 April 2016 to 17 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 AGM. The last lodgement for the transfer of the H shares of the Company should be made on 15 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 15 April 2016 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.

9. RECOMMENDATION

The Board considers that the special resolutions on proposed issue of Short-Term Commercial Papers by the Company, proposed issue of Corporate Bonds By the Company, proposed issue of Corporate Bonds under Private Placement by the Financial Leasing Company, proposed issue of Medium-Term Notes under Private Placement by the Financial Leasing Company, issue of new shares under General Mandate and other ordinary resolutions to be approved at the AGM are in the best interest of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions which will be proposed at the AGM.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully,
By Order of the Board
Shandong Chenming Paper Holdings Limited
Chen Hongguo
Chairman

NOTICE OF 2015 ANNUAL GENERAL MEETING



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 2015 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 2015 annual general meeting (the “AGM”) of Shandong Chenming Paper Holdings Limited (the “Company”) will be held at 2:00 p.m. on Tuesday, 17 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 resolutions:

AS ORDINARY RESOLUTIONS:

- 1 To consider and approve the report of the board (“Board”) of directors (the “Directors”) of the Company for the year 2015;
- 2 To consider and approve the report of the supervisory committee of the Company for the year 2015;
- 3 To consider and approve the report of the independent directors of the Company for the year 2015;
- 4 To consider and approve the full text and summary of the 2015 annual report of the Company;
- 5 To consider and approve the financial statements of the Company for the year 2015;
- 6 To consider and approve the proposed profit distribution plan of the Company for the year 2015;
- 7 To consider and approve the application for a general bank credit line of RMB77.6 billion;
- 8 To consider and approve the establishment of Shandong Chenming (Qingdao) Financial Leasing Co., Ltd.;

* For identification purpose only

NOTICE OF 2015 ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTIONS:

- 9 To consider and approve the provision of guarantee for the general credit line of our related subsidiaries;
- 10 To consider and approve the issue of short-term commercial papers by the Company with respect to the following:
 - 10.1 Offer size;
 - 10.2 Maturity;
 - 10.3 Coupon rate;
 - 10.4 Issue target;
 - 10.5 Use of proceeds;
 - 10.6 Validity of this proposed resolution;
 - 10.7 Measures to ensure solvency; and
 - 10.8 Authorisation in relation to the issue thereof;
- 11 To consider and approve the issue of corporate bonds by the Company with respect to the following:
 - 11.1 Offer size;
 - 11.2 Issue target and placement arrangements for shareholders of the Company;
 - 11.3 Class and maturity;
 - 11.4 Coupon rate;
 - 11.5 Use of proceeds;
 - 11.6 Validity of this proposed resolution;
 - 11.7 Listing;
 - 11.8 Measures to ensure solvency; and
 - 11.9 Authorisation in relation to the issue thereof;

NOTICE OF 2015 ANNUAL GENERAL MEETING

- 12 To consider and approve the issue of corporate bonds under private placement by Shandong Chenming Financial Leasing Co., Ltd. (the “Financial Leasing Company”), a wholly-owned subsidiary of the Company, with respect to the following:
- 12.1 Offer size;
 - 12.2 Maturity;
 - 12.3 Issue method;
 - 12.4 Coupon rate;
 - 12.5 Use of proceeds;
 - 12.6 Validity of this proposed resolution;
 - 12.7 Issue target;
 - 12.8 Listing;
 - 12.9 Measures to ensure solvency; and
 - 12.10 Authorisation in relation to the issue thereof;
- 13 To consider and approve the issue of medium-term notes by the Financial Leasing Company with respect to the following:
- 13.1 Offer size;
 - 13.2 Maturity;
 - 13.3 Coupon rate;
 - 13.4 Use of proceeds;
 - 13.5 Issue method;
 - 13.6 Issue target;
 - 13.7 Validity of this proposed resolution; and
 - 13.8 Authorisation in relation to the issue thereof;

NOTICE OF 2015 ANNUAL GENERAL MEETING

14 To consider and approve the proposal regarding the general mandate to issue new shares in terms as follows:

“**THAT:**

- (a) subject to the conditions in paragraph (i) (ii) and (iii) below, the Board be and hereby unconditionally authorised, and be approved to delegate the authority to the Chairman to exercise, during the Relevant Period (as defined below), all powers of the Company to allot, issue and/or deal in separately or concurrently additional A Shares and/or B shares and/or H Shares and/or Preference Shares and to make, grant or enter into offers, agreements, options, and other rights for such A Shares, B Shares, H Shares and/or Preference Shares;
 - (i) such approval shall not extend beyond the Relevant Period save the Board be and is hereby authorised, during the Relevant Period, to make, grant or enter into offers, agreements, options or other rights for such A Shares, B Shares, H Shares and/or Preference Shares, which require or may require the exercise of such powers after the end of the Relevant Period;
 - (ii) the number of (a) A Shares and/or B Shares and/or H Shares and/or Preference Shares to be allotted, issued and or dealt in or agreed conditionally or unconditionally to be allotted, issued and/or dealt in by the Board shall not exceed 20% of the aggregate number of each of the existing A Shares and/or B Shares and/or H Shares as at the date of the passing of this special resolution; and
 - (iii) the Board shall only exercise its power given to it by this special resolution in accordance with the Company Law of the PRC and the listing rules of the places where the Company’ securities are listed (as amended from time to time) and applicable laws, rules and regulations of governmental or regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission (CSRC) and other relevant PRC governmental authorities are obtained.
- (b) for the purpose of this special resolution, “Relevant Period” means the period from the date of passing of this special resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
 - (ii) the expiration of the 12-month period following the passing of this special resolution; and
 - (iii) the date on which the authority granted to the Board set out in this special resolution is revoked or varied by a special resolution of the Shareholders in a Shareholders meeting.

NOTICE OF 2015 ANNUAL GENERAL MEETING

- (c) based on the actual conditions such as the method, class and number of shares issued and the Company's capital structure after such issuance, the Board shall be authorised to delegate the authority to each Executive Director and/or Secretary to the Board to make, at the appropriate time, such amendments to the Articles of Association as appropriate and necessary to reflect the new capital structure and the registered capital (if applicable) of the Company, and to make any other action and complete any formality required (including but not limited to obtaining the approvals from the relevant regulatory authorities and the handling of any registration and filing procedures) to give effect to the issuance of shares pursuant to this special resolution."

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

Shandong, the PRC
30 March 2016

Notes:

1. The register of members of the Company will be temporarily closed from 16 April 2016 to 17 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 AGM. The last lodgement for the transfer of the H shares of the Company should be made on 15 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 15 April 2016 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 14 April 2016 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.

NOTICE OF 2015 ANNUAL GENERAL MEETING

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