

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)

**INDICATIVE ANNOUNCEMENT OF  
2015 ANNUAL GENERAL MEETING**

The board (“**Board**”) of directors (“**Directors**”) of Shandong Chenming Paper Holdings Limited (the “**Company**”) and all Directors hereby warrant that there are no false representations, misleading statements or material omissions contained in this announcement, and jointly and severally accept full responsibility for the truthfulness, accuracy and completeness of its contents.

This announcement is made in accordance with Article 101 of the Articles of Association of the Company.

As required by Article 101 of the Articles of Association: The Company shall, based on the written replies received twenty (20) days before the date of the shareholders’ general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half of the Company’s total voting shares, the Company may hold the general meeting. If not, the Company shall within five (5) days notify the shareholders again by notice of the matters to be considered, the place and the date of the meeting. The Company then may hold the meeting after the publication of such notice.

According to the requirement of Article 101 of the Articles of Association, the Company hereby informs the shareholders once again in an announcement of the matters in respect of the 2015 annual general meeting (the “**AGM**”) as follows:

*\* For identification purposes only*

**NOTICE IS HEREBY GIVEN THAT** the AGM will be held at 2:00 p.m. on Wednesday, 18 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.;
- 15 To consider and approve the election of directors as part of the change of the session of the Board;
  - 15.1 To consider and approve the appointment of Mr. Chen Hongguo as an executive director of the Board of the Company;
  - 15.2 To consider and approve the appointment of Mr. Yin Tongyuan as an executive director of the Board of the Company;
  - 15.3 To consider and approve the appointment of Mr. Li Feng as an executive director of the Board of the Company;

- 15.4 To consider and approve the appointment of Mr. Geng Guanglin as an executive director of the Board of the Company;
- 15.5 To consider and approve the appointment of Mr. Wang Chunfang as an executive director of the Board of the Company;
- 15.6 To consider and approve the appointment of Ms. Yang Guihua as a non-executive director of the Board of the Company;
- 15.7 To consider and approve the appointment of Ms. Zhang Hong as a non-executive director of the Board of the Company;
- 15.8 To consider and approve the appointment of Ms. Pan Ailing as an independent non-executive director of the Board of the Company;
- 15.9 To consider and approve the appointment of Ms. Wang Fengrong as an independent non-executive director of the Board of the Company;
- 15.10 To consider and approve the appointment of Mr. Huang Lei as an independent non-executive director of the Board of the Company;
- 15.11 To consider and approve the appointment of Ms. Liang Fu as an independent non-executive director of the Board of the Company;
- 16 To consider and approve the election of supervisors as part of the change of the session of the supervisory committee;
  - 16.1 To consider and approve the appointment of Mr. Gao Junjie as a supervisor of the supervisory committee of the Company;
  - 16.2 To consider and approve the appointment of Mr. Liu Jilu as a supervisor of the supervisory committee of the Company;
  - 16.3 To consider and approve the appointment of Mr. Zhang Xiaofeng as a supervisor of the supervisory committee of the Company;

**AS SPECIAL RESOLUTION:**

- 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;

- 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;

- 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.
- (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  
12 May 2016

*Notes:*

1. 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.
2. Shareholders can appoint a proxy by an instrument in writing (i.e. by using the form of proxy and supplemental form of proxy (the “**Proxy Forms**”) by the Company. The Proxy Forms shall be signed by the person appointing the proxy or an attorney authorised by such person in writing. If the Proxy Forms is signed by an attorney, the power of attorney or other documents of authorization shall be notarially certified. To be valid, the Proxy Forms and the notarially certified power of attorney or other documents of authorisation must be delivered to 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, as soon as possible and in any event not later than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof.
3. 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 Forms.

4. 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.
5. 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.*