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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 2011 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2011 First Extraordinary General Meeting (the “**EGM**”) of Shandong Chenming Paper Holdings Limited (the “**Company**”) will be held at 2:30 p.m. on Wednesday, 19 October 2011 at the conference room of Chenming International Hotel, eastern side of Mihe Bridge, South Ring Road, Shouguang City, Shandong Province, the People's Republic of China (the “**PRC**”) for the purpose of passing the following resolutions:

As special resolution:

1. To consider and approve

- (a) Upon approval by the related regulatory authority, the Company may issue dedicated private debt financing instruments (“**Dedicated Private Debt Financing Instruments**”) in the PRC inter-bank bond market pursuant to the following principal terms:

Size:	Principal amount of not more than RMB4.0 billion
Tenor:	Not more than 10 years
Interest rate:	To be determined according to the supply and demand conditions of the capital market, but not higher than the preferential interest rate of bank loans quoted by the People's Bank of China for the corresponding period
Issue method:	in a tranche or tranches by dedicated private issue
Investors:	Institutional investors in the inter-bank market of PRC
Use of proceeds:	Including but not limited to supplementing the working capital and loans etc.
Validity period of this resolution	Continuously effective within the effective registration period of the Dedicated Private Debt Financing Instruments or for the duration of the relevant matters

* For identification purposes only

- (b) Upon approval by the shareholders, the management of the Company will be authorized by the Board to have full discretion to deal with all matters relating to the issue of the Dedicated Private Debt Financing Instruments.

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

Shandong, the PRC
25 August 2011

Notes:

1. The register of members of the Company will be temporarily closed from 19 September 2011 to 19 October 2011 (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 16 September 2011 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 16 September 2011 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.

The holders of A shares and B shares of the Company being registered on 12 October 2011 at Shenzhen Branch of China Securities Depository and Clearing Corporation Limited after the closing of Shenzhen Stock Exchange are entitled to attend the EGM by presenting their identity documents.

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 authorization 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 (i) in case of H shares of the Company, 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; and (ii) in case of A shares and B shares of the Company, the capital operation department of the Company at No. 595 Shengcheng Road, Shouguang City, Shandong Province, the PRC, as soon as possible and in any event 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 the Company's registered address in person, by post or by facsimile on or before 28 September 2011 for shareholders of A shares, B shares and 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: 262700
Telephone: (86)-536-2158011
Facsimile: (86)-536-2158640

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Yin Tongyuan, Mr. Li Feng, Mr. Geng Guanglin, Mr. Tan Daocheng, Mr. Hou Huancai and Mr. Zhou Shaohua, the non-executive Directors are Mr. Cui Youping, Ms. Wang Fengrong and Mr. Wang Xiaoqun and the independent non-executive Directors are Mr. Wang Aiguo, Mr. Zhang Zhiyuan, Mr. Wang Xiangfei, Ms. Wang Yumei and Ms. Zhang Hong.