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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)

**INDICATIVE ANNOUNCEMENT OF  
2014 FIRST EXTRAORDINARY 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 2014 first extraordinary general meeting (the “**EGM**”) as follows:

*\* For identification purposes only*

**NOTICE IS HEREBY GIVEN THAT** the EGM will be held at 1:30 p.m. on Tuesday, 16 December 2014, 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 RESOLUTION**

1. To consider and approve the capital increase of Shandong Chenming Financial Leasing Co., Ltd., a wholly-owned subsidiary of the Company, by RMB3.072 billion.

**AS SPECIAL RESOLUTION:**

2. To consider and approve the Super & Short-term Commercial Paper Issue of no more than RMB13.8 billion by the Company.

2.1 Offer size

2.2 Issue target

2.3 Maturity

2.4 Interest rate

2.5 Use of proceeds

2.6 Term of validity of the resolution

2.7 Authorisation matters in relation to Super & Short-term Commercial Paper Issue

3. To consider and approve the issue of USD bonds of no more than US\$500 million in aggregate by Chenming (HK) Limited, which is a wholly-owned subsidiary of the Company.

3.1 Offer size

3.2 Maturity

3.3 Interest rate

3.4 Issue target

3.5 Use of proceeds

### 3.6 Term of validity of the resolution

### 3.7 About the authorization in relation to the USD Bonds issue

4. To consider and approve the cancellation of the guarantee for the unutilised general credit line of RMB13,494.644 million and the provision of guarantee for the general credit line of some controlling subsidiaries of RMB21,100 million for a term of three years.

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

Shandong, the PRC  
28 November 2014

*Notes:*

1. 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.
2. Shareholders can appoint a proxy by an instrument in writing (i.e. by using the form of proxy (the “**Proxy Form**”) by the Company. 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 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 EGM or any adjournment thereof.
3. 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.
4. 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.
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.*