



**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)**

**Proxy Form for Attendance at the 2014 Annual General Meeting**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ A/B/H (Note 3) shares of RMB1.00 each in the share capital of Shandong Chenming Paper Holdings Limited (the "Company"), hereby appoint the Chairman of the Meeting or (Note 4) \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the 2014 annual general meeting of the Company ("AGM") to be held at 2:00 p.m. on Friday, 15 May 2015 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") or any adjournment thereof to vote for me/us/and in my/our name(s) as indicated below in respect of the following resolutions and other matters required to be dealt with at the AGM.

	<b>ORDINARY RESOLUTIONS</b>	<b>For (Note 5)</b>	<b>Against (Note 5)</b>	<b>Abstain (Note 5)</b>
1.	To consider and approve the report of the board ("Board") of directors (the "Directors") of the Company for the year 2014;			
2.	To consider and approve the report of the supervisory committee of the Company for the year 2014;			
3.	To consider and approve the financial statements of the Company for the year 2014;			
4.	To consider and approve the full text and summary of the 2014 annual report of the Company;			
5.	To consider and approve the report of the independent directors of the Company for the year 2014;			
6.	To consider and approve the proposed profit distribution plan of the Company for the year 2014;			
7.	To consider and approve the application for a general bank credit line of RMB49.15 billion for 2015;			
8.	To consider and approve the engagement of the auditor Ruihua Certified Public Accountants (special general partnership) for 2015;			
9.	To consider and approve the provision of guarantee for the comprehensive credit line of controlling subsidiaries not exceeding RMB9.0 billion with a term of 7 years;			
10.	To consider and approve the capital increase of RMB5.0 billion of Shandong Chenming Financial Leasing Co., Ltd.;			
	<b>SPECIAL RESOLUTION</b>			
11.	To consider and approve the grant of general mandate to the board of directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital of the Company as described in resolution 11 of the AGM notice.			

Date: \_\_\_\_\_ 2015 Signature (Notes 6 and 7): \_\_\_\_\_

**Notes:**

- Please insert your full name and address in block capitals in the space provided.
- Please insert the number of shares of the Company ("Shares") to which this proxy form relates in the space provided and delete as in appropriate. If a number is inserted, this proxy form will be deemed to relate only to those Shares. If not, this proxy form will be deemed to relate to all the Shares registered in your name (whether alone or jointly with others).
- Please delete as inappropriate.
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of proxy desired in block capitals in the space provided. The proxy need not be a shareholder of the Company. If a proxy is attending the AGM on your behalf, such proxy shall produce his own identity proof.
- If you wish to vote for a resolution, place tick "✓" in the column marked "FOR". If you wish to vote against a resolution, place a cross "X" in the column marked "AGAINST". If you wish to abstain from voting on any resolution, place a tick "✓" in the column marked "ABSTAIN". If a tick "✓" is placed in the column marked "ABSTAIN", a ballot will be considered as valid during the process of enumeration for the resolution(s) concerned. If no indication is given, the proxy will vote at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to AGM other than those referred to in the notice(s) convening the AGM.
- This proxy form must be signed by you or your attorney duly authorized in writing. Corporations must execute this proxy form under seal or by an attorney or by a duly authorised officer. In any event, the execution shall be made in accordance with the articles of association of such corporation or institution. If a legal representative is appointed to attend the AGM, such legal representative shall produce his own identity proof and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- If this proxy form is signed by a person under a power of attorney or any other authority on your behalf, a notarially certified copy of that power of attorney or other authority must be deposited in the manner as mentioned in paragraph 8 below.
- In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed must be lodged with in the case of H Shares, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; by not less than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the AGM should you so wish.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

\* For identification purpose only