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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 2016 Annual General Meeting**

**NOTICE IS HEREBY GIVEN THAT** the 2016 annual general meeting (the “AGM”) of Shandong Chenming Paper Holdings Limited (the “**Company**”) will be held at 2:00 p.m. on Friday, 21 April 2017 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:

**ORDINARY RESOLUTIONS**

- 1 To consider and approve the report of the board (“**Board**”) of directors (the “**Directors**”) of the Company for the year 2016
- 2 To consider and approve the report of the supervisory committee of the Company for the year 2016
- 3 To consider and approve the report of independent Directors of the Company for the year 2016
- 4 To consider and approve the full text of the 2016 annual report and its summary
- 5 To consider and approve the 2016 financial report of the Company
- 6 To consider and approve the profit distribution proposal of the Company for 2016
- 7 To consider and approve the application for general credit lines of RMB109,500 million by the Company
- 8 To consider and approve the appointment of the auditors for 2017
- 9 To consider and approve the construction of 510,000-tonne high-end cultural paper project of Shouguang Meilun Paper Co., Ltd.

\* For identification purpose only

## **SPECIAL RESOLUTIONS**

- 10 To consider and approve the provision of guarantee of RMB25,600 million in aggregate for comprehensive credit line of relevant subsidiaries
- 11 To consider and approve the provision of 3-year financial support of not more than RMB600 million to relevant subsidiary
- 12 To consider and approve the issue of super and short-term commercial papers with respect of the following
  - 12.1 Size
  - 12.2 Issue target
  - 12.3 Maturity
  - 12.4 Interest rate
  - 12.5 Use of proceeds
  - 12.6 Term of validity of the resolution
  - 12.7 Measures to ensure repayment
  - 12.8 Authorisation in relation to the super and short-term commercial paper issue
- 13 To consider and approve the issue of medium-term notes with respect of the following
  - 13.1 Size
  - 13.2 Issue target and maturity of placement arrangements for shareholders of the Company
  - 13.3 Class and coupon rate
  - 13.4 Issue target for interest rate
  - 13.5 Use of proceeds
  - 13.6 Term of validity of the resolution
  - 13.7 Measures to ensure repayment
  - 13.8 Authorisation in relation to the medium-term note issue

- 14 To consider and approve the issue of dedicated private debt financing instruments with respect of the following
  - 14.1 Size
  - 14.2 Term
  - 14.3 Issue method
  - 14.4 Interest rate
  - 14.5 Use of proceeds
  - 14.6 Term of validity of the resolution
  - 14.7 Issue target
  - 14.8 Measures to ensure repayment
  - 14.9 Authorisation in relation to the dedicated private debt financing instrument issue
- 15 To consider and approve the issue of direct wealth management financing instruments with respect of the following
  - 15.1 Size
  - 15.2 Term
  - 15.3 Coupon rate
  - 15.4 Issue target
  - 15.5 Use of proceeds
  - 15.6 Term of validity of the resolution
  - 15.7 Measures to ensure repayment
  - 15.8 Authorisation in relation to the direct wealth management financing instrument issue
- 16 To consider and approve the issue of debts under debt financing plan by Shandong Chenming Financial Leasing Co., Ltd. with respect of the following
  - 16.1 Size
  - 16.2 Term

16.3 Coupon rate

16.4 Use of proceeds

16.5 Term of validity of the resolution

16.6 Measures to ensure repayment

16.7 Authorisation in relation to the debt issue under debt financing plan

17. To consider and approve the general mandate to issue H Shares:

**“THAT:**

- (a) subject to the following conditions, the general mandate is granted to the Board to allot, issue and deal in additional H Shares in share capital of the Company:
  - (i) the Board shall allot, issue and deal in or agree conditionally or unconditionally to allot, issue or deal in H Shares of the Company of not more than 20% of the aggregate number H Shares in issue pursuant to the general mandate;
  - (ii) the Board shall only exercise the general mandate upon obtaining all necessary approvals from government and/or regulatory authorities, if any, and in accordance with applicable laws (including, but not limited to, the Company Law of China and the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”));
  - (iii) general mandate shall always be effective until the earliest of: (1) the conclusion of the next annual general meeting of the Company; or (2) the expiration of the 12-month period following the passing of this resolution; or (3) the date on which the authorisation set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting; and

- (b) the Board is authorised to approve, execute and do or procure to be executed and done all such documents, deeds and matters as it may consider necessary or expedient in connection with the exercise of general mandate to allot and issue any new share as mentioned under paragraph (a) of this resolution.
- (c) “**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of the 12-month period following the passing of this resolution; or
  - (iii) the date on which the authorisation set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.
- (d) for the purpose of this resolution:

“**H Share(s)**” means the overseas listed foreign share(s) in share capital of the Company with a nominal value of RMB1.00 each, which are listed on The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars.”

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

Shandong, the PRC  
17 February 2017

*Notes:*

1. The register of members of the Company will be temporarily closed from 20 March 2017 to 21 April 2017 (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 17 March 2017 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 17 March 2017 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 17 March 2017 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.
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

*As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Yin Tongyuan, Mr. Li Feng and Mr. Geng Guanglin, the non-executive Directors are Ms. Yang Guihua and Ms. Zhang Hong and the independent non-executive Directors are Ms. Pan Ailing, Ms. Wang Fengrong, Mr. Huang Lei and Ms. Liang Fu.*