

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
2018 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 2018 annual general meeting (the “**AGM**”) as follows:

** For identification purposes only*

NOTICE IS HEREBY GIVEN THAT the AGM will be held at 2:30 p.m. on Tuesday, 11 June 2019, at the Meeting Room, 16th Floor, Shanghai Pujiang International Finance Plaza, the People’s Republic of China (the “**PRC**”) for the purpose of passing the following resolutions:

ORDINARY RESOLUTIONS

1. The report of the Board of the Company for the year 2018
2. The report of the supervisory committee of the Company for the year 2018
3. The full text of the 2018 annual report of the Company and its summary
4. The 2018 financial report of the Company
5. The report of independent Directors of the Company for the year 2018
6. The profit appropriation proposal of the Company for the year 2018
7. The 2018 annual remuneration scheme of the Directors, Supervisors and the senior management of the Company
8. The application for general credit lines for the year from financial institutions by the Company
9. The appointment of the auditors of the Company for 2019

SPECIAL RESOLUTIONS

10. General mandate in relation to the issue of new shares of the Company

“THAT:

(a) subject to the following conditions, the general mandate is granted to the Board to allot, issue and deal in additional A Shares, B Shares, H Shares and/or preference 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 A Shares, B Shares, H Shares and/or preference shares of the Company of not more than 20% of the respective number of A Shares, B Shares, H Shares and/or preference 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:
- “**A Share(s)**” means the domestic listed domestic share(s) in share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange in PRC and traded in RMB.
- “**B Share(s)**” means the domestic listed foreign share(s) in share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange in PRC and traded in Hong Kong dollars.

“**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 Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars.

“**Preference Share(s)**” means the preference share(s) with nominal value of RMB100 of the Company.

11. The provision of guarantee for the general banking facilities of subsidiaries
12. To consider the resolutions of the Company in relation to the issue of super and short-term commercial papers with respect of the following
 - 12.1 Size
 - 12.2 Issue target
 - 12.3 Term
 - 12.4 Interest rate
 - 12.5 Use of proceeds
 - 12.6 Term of validity of the resolution
 - 12.7 Authorisation in relation to the Company’s issue of super and short-term commercial papers
13. To consider the resolutions of the Company in relation to the issue of medium-term notes with respect of the following
 - 13.1 Size
 - 13.2 Term
 - 13.3 Coupon rate
 - 13.4 Issue target
 - 13.5 Use of proceeds
 - 13.6 Term of validity of the resolution
 - 13.7 Authorisation in relation to the Company’s issue of medium-term notes

14. To consider the resolutions of the Company in relation to the issue of short-term commercial papers with respect of the following
 - 14.1 Size
 - 14.2 Term
 - 14.3 Coupon rate
 - 14.4 Issue target
 - 14.5 Use of proceeds
 - 14.6 Term of validity of the resolution
 - 14.7 Authorisation in relation to the Company's issue of short-term commercial papers

ORDINARY RESOLUTIONS

15. The resolution in relation to the election of new session of the Board
 - 15.1 To elect Mr. Chen Hongguo as an executive Director of the ninth session of the board of directors of the Company
 - 15.2 To elect Mr. Hu Changqing as an executive Director of the ninth session of the board of directors of the Company
 - 15.3 To elect Mr. Li Xingchun as an executive Director of the ninth session of the board of directors of the Company
 - 15.4 To elect Mr. Chen Gang as an executive Director of the ninth session of the board of directors of the Company
 - 15.5 To elect Mr. Han Tingde as a non-executive Director of the ninth session of the board of directors of the Company
 - 15.6 To elect Mr. Li Chuanxuan as a non-executive Director of the ninth session of the board of directors of the Company
 - 15.7 To elect Ms. Wan Meiqun as an independent non-executive Director of the ninth session of the board of directors of the Company
 - 15.8 To elect Mr. Sun Jianfei as an independent non-executive Director of the ninth session of the board of directors of the Company

15.9 To elect Mr. Yang Biao as an independent non-executive Director of the ninth session of the board of directors of the Company

16. The resolution in relation to the election of new session of the supervisory committee

16.1 To elect Mr. Li Dong as a shareholder representative Supervisor of the ninth session of the supervisory committee of the Company

16.2 To elect Ms. Pan Ailing as a shareholder representative Supervisor of the ninth session of the supervisory committee of the Company

16.3 To elect Ms. Zhang Hong as a shareholder representative Supervisor of the ninth session of the supervisory committee of the Company

SPECIAL RESOLUTION

17. The amendment of the Articles of Association of the Company

ORDINARY RESOLUTION

18. The amendment of the Rules of Procedures for Board Meetings

SPECIAL RESOLUTION

19. The issue of commercial mortgage backed securities backed by an office property of a subsidiary

ORDINARY RESOLUTION

20. The amendment of the Rules of Procedures for Supervisory Committee Meetings

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

Shandong, the PRC
23 May 2019

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. Li Feng, Mr. Geng Guanglin, Mr. Hu Changqing and Mr. Chen Gang; 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.