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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 2023 FIRST CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN THAT the 2023 first class meeting for holders of overseas listed foreign shares (H shares) of the Company (“**H Shares**”) (the “**Class Meeting**”) of Shandong Chenming Paper Holdings Limited (the “**Company**”) or any adjourned meeting thereof will be held immediately after the conclusion of the 2023 first class meeting for holders of domestic-listed shares (A shares and B shares) (or any adjourned meeting thereof) of the Company on Monday, 27 February 2023 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.

SPECIAL RESOLUTIONS

1. Resolution in relation to the Company complying with relevant conditions of the asset purchase through the issuance of shares and cash payments
2. Resolution in relation to the Reorganisation constituting a related party transaction
3. Resolution in relation to the scheme of the asset purchase through the issuance of shares and cash payments and related party transaction of the Company
 - 3.01 The overall proposal for the Reorganisation
 - 3.02 Type and nominal value of shares to be issued
 - 3.03 Method of issue and target investors
 - 3.04 Place of listing
 - 3.05 Pricing Benchmark Date and issue price

* For identification purpose only

- 3.06 Number of shares to be issued
 - 3.07 Share lock-up arrangement for the Issuance
 - 3.08 Arrangement of accumulated undistributed profits
 - 3.09 Vesting of profits and losses of the Target Company and Target Fund during the Transitional Period
 - 3.10 Duration of the resolutions
- 4. Resolution in relation to the “Draft Report on the Asset Purchase through the Issuance of Shares and Cash Payments and Related Party Transaction” of the Company and its highlights
 - 5. Resolution in relation to the explanation on the Reorganisation neither constitutes a major asset reorganisation nor a backdoor listing
 - 6. Resolution in relation to the conditional “Agreement on Asset Purchase through the Issuance of Shares” and the conditional “Agreement on Asset Purchase through the Issuance of Shares and Cash Payments” between the Company and the parties
 - 7. Resolution in relation to the conditional “Supplementary Agreement to the Agreement on Asset Purchase through the Issuance of Shares” and the conditional “Supplementary Agreement to the Agreement on Asset Purchase through the Issuance of Shares and Cash Payments” between the Company and the parties
 - 8. Resolution in relation to the explanation on the compliance of the Reorganisation with the provisions of Article 4 of the “Provisions on Issues Concerning Regulating the Material Asset Reorganisations of Listed Companies”
 - 9. Resolution in relation to the explanation on the Reorganisation complying with the provisions of Article 11 and Article 43 of “the Administrative Measures for the Material Asset Reorganisations of Listed Companies”
 - 10. Resolution in relation to the explanation on the relevant entities involved in the Reorganisation being not prohibited from participating in any material assets restructuring of any listed companies in accordance with the provisions of Article 13 of the “Regulatory Guidelines for Listed Companies No. 7 – Supervision over Abnormal Stock Trading Related to the Material Asset Reorganizations of Listed Companies”
 - 11. Resolution in relation to the explanation on share price fluctuation before announcement of the Reorganisation not reaching the relevant benchmark set out in Article 13 of the “Shenzhen Stock Exchange Self-discipline Supervisory Guidelines for Listed Companies No.8 – Material Asset Reorganisations”
 - 12. Resolution in relation to the approval of the audit report, appraisal report and pro forma review report in relation to the Reorganisation

13. Resolution in relation to the independence of the appraisal agency, the reasonableness of the assumed premises of the appraisal, the relevance of the appraisal methodology to the purpose of the appraisal and the fairness of the appraisal pricing
14. Resolution in relation to risk warning and remedial measures for diluting current returns from the Reorganisation by the Company and commitments by relevant entities
15. Resolution in relation to the explanation on completeness and compliance of statutory procedures performed in relation to the Reorganisation and validity of legal documents submitted
16. Resolution on a mandate granted to the Board by the H Share Class Meeting to deal with matters pertaining to the Reorganisation

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

Shandong, PRC
19 January, 2023

Notes:

1. The register of members of the Company will be temporarily closed from 22 February 2023 to 27 February 2023 (both days inclusive) during which no transfer of H shares of the Company will be registered in order to determine the list of H Shareholders of the Company for attending the H Share Class Meeting. The last lodgment for the transfer of the H shares of the Company should be made on Tuesday, 21 February 2023 at Computershare Hong Kong Investor Services Limited by or before 4:30 p.m. The H Shareholders of the Company or their proxies being registered at the close of business on 21 February 2023 are entitled to attend the H Share Class Meeting 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 H Share Class Meeting 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 H Share Class Meeting or any adjournment thereof.
4. Shareholders or their proxies shall present proofs of their identities upon attending the H Share Class Meeting. Should a proxy be appointed, the proxy shall also present the proxy form.
5. The H Share Class Meeting is expected to last for half day. The shareholders and proxies attending the H Share Class Meeting shall be responsible for their own travelling and accommodation expenses.
6. The Company's registered address:

No. 595 Shengcheng Road, Shouguang City, Shandong Province, the PRC
Postal code: 262700
Telephone: (86)-536-2158008
Facsimile: (86)-536-2158977

As at the date of this notice, the executive Directors are Mr. Chen Hongguo, Mr. Hu Changqing, Mr. Li Xingchun, Mr. Li Feng and Mr. Li Weixian; the non-executive Directors are Mr. Han Tingde and Mr. Li Chuanxuan; and the independent non-executive Directors are Ms. Yin Meiqun, Mr. Sun Jianfei, Mr. Yang Biao and Mr. Li Zhihui.