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山東晨鳴紙業集團股份有限公司
SHANDONG CHENMING PAPER HOLDINGS LTD.*
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1812)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company published the “Announcement on Resolutions of the Sixth Extraordinary Meeting of the Ninth Session of the Board” dated 6 November 2019 on the website of Shenzhen Stock Exchange. The following is a translation of the official announcement solely for the purpose of providing information.

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

Shandong, PRC
6 November 2019

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Hu Changqing, Mr. Li Xingchun and Mr. Chen Gang; 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 and Mr. Yang Biao.

* *For identification purposes only*

Stock Code:

Stock abbreviation:

Announcement No.:

000488 200488

Chenming Paper Chenming B

2019-125

Shandong Chenming Paper Holdings Limited

Announcement on Resolutions of the Sixth Extraordinary Meeting of the Ninth Session of the Board

The Company and all members of its board (the “Board”) of directors (the “Directors” and each a “Director”) hereby warrant the truthfulness, accuracy and completeness of the contents of information disclosure which do not contain any false information, misleading statements or material omissions.

The notice of the sixth extraordinary meeting of the ninth session of the Board of Shandong Chenming Paper Holdings Limited (the “Company”) was despatched to all Directors in writing and by post on 31 October 2019, and the said meeting was held on 6 November 2019 by means of communication. 9 Directors were entitled to be present at the meeting and 9 Directors attended the meeting. This meeting of the Board was convened in compliance with the relevant PRC laws and regulations and the Articles of Association.

The following resolutions were considered and passed unanimously by the Directors present at the meeting:

I. The resolution in relation to the Rotation of general manager on Duty was considered and approved

In view of the forthcoming rotation of the general manager of the Company, as nominated by Mr. Chen Hongguo, the chairman, and upon approval by the Nomination Committee of the Board, it is proposed to appoint Mr. Li Feng as the new general manager in place of Mr. Li Weixian, the incumbent general manager. The term of office will commence on 9 November 2019 until the expiry of the rotation period. Relevant officers of the Company are authorised to handle industrial and commercial filing. (Please refer to Annex I for biography of Mr. Li Feng)

For details, please refer to the relevant announcement disclosed on the website of CNINFO (www.cninfo.com.cn) and the website of the Hong Kong Stock Exchange (www.hkex.com.hk) on the same date.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

II. The resolution in relation to the Appointment of Senior Management was considered and approved

In accordance with the Company Law and the Articles of Association, any deputy general manager of the Company shall be nominated by the general manager and appointed by the Board. As nominated by Mr. Li Feng and based on the operation and management requirements of the Company, it is proposed to appoint Mr. Li Weixian as a deputy general manager of the Company. (Please refer to Annex I for biography of Mr. Li Weixian)

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

III. The resolution in relation to the Amendments to the Articles of Association was considered and approved

On 22 October 2019, the State Council issued the Reply on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies. It is agreed that the relevant rules under the Company Law of the People’s Republic of China shall be applicable for the notice period, proposal right of shareholders and convening procedures in relation to the convening of a general meeting by joint stock companies incorporated in the PRC and listed overseas. Article 20 to 22 of the Special Regulations on the

Overseas Offering and Listing of Shares by Joint Stock Limited Companies Issued by the State Council will be no longer applicable. Based on the actual requirements for operations and development of the Company, the Company has amended the relevant articles in the Articles of Association. (Please refer to Annex II for details of the amendments)

The resolution shall be submitted to the 2019 third extraordinary general meeting as a special resolution for consideration and approval.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

IV. The resolution in relation to the Amendments to the Procedural Rules of the General

Meeting was considered and approved

On 22 October 2019, the State Council issued the Reply on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies. It is agreed that the relevant rules under the Company Law of the People's Republic of China shall be applicable for the notice period, proposal right of shareholders and convening procedures in relation to the convening of a general meeting by joint stock companies incorporated in the PRC and listed overseas. Article 20 to 22 of the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies Issued by the State Council will be no longer applicable. Based on the actual requirements for operations and development of the Company, the Company has amended the relevant articles in the Articles of Association with corresponding amendments to be made to the Procedural Rules of the General Meeting simultaneously. (Please refer to Annex III for details of the amendments)

The resolution shall be submitted to the 2019 third extraordinary general meeting as an ordinary resolution for consideration and approval.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited
6 November 2019

Annex I: Biographies

Mr. Li Feng, aged 46, is a member of the Communist Party of the PRC. He holds a bachelor's degree. He joined the Company in 1992, and had held different positions including the chief officer of manufacturing section and assistant to the general manager of the Company, the chairman of Wuhan Chenming Hanyang Paper Holdings Co., Ltd., and executive director, marketing director and deputy general manager of the Group. He is currently the general manager of the Company.

Mr. Li Feng currently holds 906,027 A shares of the Company. He is the little brother of Ms. Li Xueqin, a deputy general manager of the Company and a director of Chenming Holdings Company Limited, the controlling shareholder of the Company. Ms. Li Xueqin is the spouse of Mr. Chen Hongguo, the chairman of the Company. Save as disclosed above, he has no related party relationship with other Directors, supervisors and senior management of the Company, and shareholder(s) holding over 5% shareholding in the Company and their respective de facto controller(s). Mr. Li Feng has not been reprimanded by China securities regulatory and management authorities and other related departments nor disciplined by any stock exchange. He complies with the conditions serving as a director under the relevant laws, regulations and provisions including the Company Law. Mr. Li Feng has not fallen into such situations "where the dishonest person subject to enforcement is a natural person, he or she may not serve as a legal representative, director, supervisor or senior management member" as provided in the Memorandum of Collaboration to "Build up Honesty and Punish Dishonest" jointly issued by eight ministries and commissions in 2014.

Mr. Li Weixian, aged 37, graduated with a postgraduate degree. He joined the Company in 2002 and had held various positions in the Company such as the deputy manager of Shenzhen Coated Paper Company (a sale company of the Company), the manager of Shandong Chenming Paper Sales Company Limited, the vice chairman of Household Paper Company, a deputy marketing director and a marketing director of Sales Company and the general manager of the Group. He is the deputy general manager of the Company.

Mr. Li Weixian currently holds 81,200 A shares and 159,000 H shares of the Company. He has no related party relationship with other Directors and supervisors of the Company, as well as the controlling shareholder of the Company and its de facto controller. He has no related party relationship with shareholder(s) holding over 5% shareholding in the Company and their respective de facto controller(s). He has not been reprimanded by PRC securities regulatory and management authorities and other related departments or disciplined by any stock exchanges. He complies with the conditions serving as a director under the relevant laws, regulations and provisions including the Company Law. Mr. Li Weixian has not fallen into such situations "where the dishonest person subject to enforcement is a natural person, he or she may not serve as a legal representative, director, supervisor or senior management member" as provided in the Memorandum of Collaboration to "Build up Honesty and Punish Dishonesty" jointly issued by eight ministries and commissions in 2014.

Annex II: Comparison chart on the amendments to the Articles of Association

| Original Article | Amended Article |
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| <p>(The Articles of Association is formulated in accordance with the currently effective law, regulation and constitutional system of <i>The Company Law of the People’s Republic of China (the “Company Law”), Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (“Zheng Jian Hai Han [1995] No.1”), Opinions on Further Standardising Operations and Intensifying Reforms of Companies Listed Overseas (“Opinions”), Notice on further implementation of Cash Dividends Distribution of Listed Companies (Lu Zheng Jian Fa [2012] No.18), Notice on amendment to Articles of Association governing the Cash Dividends Distribution ([2012] No.18), State Council Guiding Opinions on The Experimental Development of Preference Shares (Guo Fa [2013] No.46), Experimental Administrative Measures on Preference Shares (CSRC Order No.97) Guidelines for the Articles of Association for Listed Companies (as amended in 2019) (the “Guidelines for the Articles of Association”), Code of Corporate Governance for Listed Companies (the “CG Code” or “CSRC Announcement [2018] No. 29”), Procedural Rules for General Meeting of Listed Companies (the “Procedural Rules for General Meeting” or “Zheng Jian Fa [2016] No. 22”), Guiding Opinions on the Establishment of Independent Director System of Listed Companies (the “Guiding Opinions” or “Zheng Jian Fa [2001] No. 102”), Regulatory Guidance for Listed Companies No. 3 - Distribution of Cash Dividends by Listed Companies (“Distribution of Cash Dividends by Listed Companies” or “[2013] No. 43”) and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Rules Governing the Listing of Securities of Shenzhen Stock Exchange (the “SZSE Listing Rules”))</i></p> | <p>(The Articles of Association is formulated in accordance with the currently effective law, regulation and constitutional system of <i>The Company Law of the People’s Republic of China (the “Company Law”), Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (“Zheng Jian Hai Han [1995] No.1”), Opinions on Further Standardising Operations and Intensifying Reforms of Companies Listed Overseas (“Opinions”), Notice on further implementation of Cash Dividends Distribution of Listed Companies (Lu Zheng Jian Fa [2012] No.18), Notice on amendment to Articles of Association governing the Cash Dividends Distribution ([2012] No.18), State Council Guiding Opinions on The Experimental Development of Preference Shares (Guo Fa [2013] No.46), Experimental Administrative Measures on Preference Shares (CSRC Order No.97) Guidelines for the Articles of Association for Listed Companies (as amended in 2019) (the “Guidelines for the Articles of Association”), Code of Corporate Governance for Listed Companies (the “CG Code” or “CSRC Announcement [2018] No. 29”), Procedural Rules for General Meeting of Listed Companies (the “Procedural Rules for General Meeting” or “Zheng Jian Fa [2016] No. 22”), Guiding Opinions on the Establishment of Independent Director System of Listed Companies (the “Guiding Opinions” or “Zheng Jian Fa [2001] No. 102”), Regulatory Guidance for Listed Companies No. 3 - Distribution of Cash Dividends by Listed Companies (“Distribution of Cash Dividends by Listed Companies” or “[2013] No. 43”), Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (“Reply of the State Council”) and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Rules Governing the Listing of Securities of Shenzhen Stock Exchange (the “SZSE Listing Rules”))</i></p> |
| <p>Article 107 Where the Company convenes a shareholders’ general meeting, written notice must be given not less than forty-five (45) days before the meeting to notify all shareholders whose names appear in the share register of the matters to be considered and the date and venue</p> | <p>Article 107 Notice of shareholders’ general meeting shall state the time and venue of and matters to be considered at the meeting and shall be given to all shareholders twenty (20) clear working days (both days exclusive) before the meeting. Notice of extraordinary general meetings shall</p> |

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| <p>of the meeting. Shareholders that intend to attend the shareholders' general meeting shall, within twenty (20) days prior to the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>Regarding the calculation of the notice period, the date of the meeting and the date when the notice is given shall not be included.</p> | <p>be given to all shareholders fifteen (15) days prior to the meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting and the date when the notice is given shall not be included.</p> |
| <p>Article 108</p> <p>When the Company convenes a shareholders' annual general meeting, shareholder(s) holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing ten (10) working days prior to the meeting, and the Company shall issue a supplementary notice with regard to motions that fall within the functions and powers of the general meetings within two (2) working days of receiving such proposals.</p> | <p>Article 108</p> <p>When the Company convenes a shareholders' annual general meeting, shareholder(s) individually or jointly holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing ten (10) working days prior to the meeting, and the Company shall issue a supplementary notice with regard to motions that fall within the functions and powers of the general meetings within two (2) working days of receiving such proposals.</p> <p>The proposal on nomination of Directors shall be submitted, notified and announced at least 10 (ten) (Hong Kong) trading days before the date of convening the shareholders' general meeting.</p> |
| <p>Article 111</p> <p>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 not less 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 such publication of such notice.</p> | <p>Deleted</p> |
| <p>Article 112</p> <p>When the Company convenes a General Meeting, the Board, the Supervisory Committee and shareholders individually or jointly holding over 3% of the total shares with voting rights of the Company are entitled to propose motions to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the total shares with voting rights of the Company are entitled to propose extraordinary motions to the Company and submit them to the</p> | <p>Article 111</p> <p>When the Company convenes a General Meeting, the Board, the Supervisory Committee and shareholders individually or jointly holding over 3% of the total shares with voting rights of the Company are entitled to propose motions to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the total shares with voting rights of the Company are entitled to propose extraordinary motions to the Company and submit them to the</p> |

convener ten (10) working days before the convening of the General Meeting. The convener shall issue supplementary notice of the General Meeting to announce the extraordinary motions within two (2) working days after receiving the proposed motions.

Except as stipulated above, the convener shall not alter the motions listed in the notice of General Meeting or add new motions after the notice of General Meeting has been published.

Motions not listed in the notice of General Meeting or not compliant with the requirements of the Articles of Association shall not be put to vote and passed as a resolution.

A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.

Article 115

Notice of shareholders' general meetings for shareholders of domestic listed domestic shares [A shares] and domestic listed foreign shares [B shares] shall be published on newspapers, periodicals specified and websites specified by securities supervisory authorities of PRC ~~forty-five (45) days~~ prior to the meeting. The notice will be deemed received by the above-mentioned shareholders once being published.

Notice of shareholders' general meetings for shareholders of overseas listed foreign shares shall be published on the Company's website and/or the website of the stock exchange where the overseas listed foreign shares are listed ~~forty-five (45) days~~ prior to the meeting. The notice will be deemed received by the above-mentioned shareholders once being published.

convener ten (10) working days before the convening of the General Meeting. The convener shall issue supplementary notice of the General Meeting to announce the extraordinary motions within two (2) working days after receiving the proposed motions.

The proposal on nomination of Directors shall be submitted, notified and announced at least 10 (ten) (Hong Kong) trading days before the date of convening the shareholders' general meeting.

Except as stipulated above, the convener shall not alter the motions listed in the notice of General Meeting or add new motions after the notice of General Meeting has been published.

Motions not listed in the notice of General Meeting or not compliant with the requirements of the Articles of Association shall not be put to vote and passed as a resolution.

A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.

Article 114

Notice of shareholders' general meetings for shareholders of domestic listed domestic shares [A shares] and domestic listed foreign shares [B shares] shall be published on newspapers, periodicals specified and websites specified by securities supervisory authorities of PRC **twenty (20) clear working days (both days exclusive)** prior to the meeting. **Notice of extraordinary general meetings shall be published on newspapers, periodicals specified and websites specified by securities supervisory authorities of PRC fifteen (15) days prior to the meeting.** The notice will be deemed received by the above-mentioned shareholders once being published.

Notice of shareholders' general meetings for shareholders of overseas listed foreign shares shall be published on the Company's website and/or the website of the stock exchange where the overseas listed foreign shares are listed **twenty (20) clear working days (both days exclusive)** prior to the meeting. **Notice of extraordinary general meetings shall be published on newspapers, periodicals specified and websites specified by securities supervisory authorities of PRC fifteen (15) days prior to the meeting.** The notice will be

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| | deemed received by the above-mentioned shareholders once being published. |
| <p>Article 139</p> <p>Other than the cumulative voting system set out in Article 145, the shareholders' general meeting will vote on all motions one by one, and for the different motions on the same matter, voting will be proceeded according to the order of the times these motions are put forward. Other than special reasons such as force majeure that results in the interruption of the meeting or makes it impossible to come to resolution, the shareholders' general meeting shall not postpone the motions and shall vote on them.</p> | <p>Article 138</p> <p>Other than the cumulative voting system set out in Article 144, the shareholders' general meeting will vote on all motions one by one, and for the different motions on the same matter, voting will be proceeded according to the order of the times these motions are put forward. Other than special reasons such as force majeure that results in the interruption of the meeting or makes it impossible to come to resolution, the shareholders' general meeting shall not postpone the motions and shall vote on them.</p> |
| <p>Article 144</p> <p>Director candidates nominated in accordance with the procedures provided between Article 141 to 143 herein can join in the election. Candidates receiving at least half of and the most votes of shareholders (including their proxies) present at the General Meeting with voting rights will be elected as Directors.</p> | <p>Article 143</p> <p>Director candidates nominated in accordance with the procedures provided between Article 140 to 142 herein can join in the election. Candidates receiving at least half of and the most votes of shareholders (including their proxies) present at the General Meeting with voting rights will be elected as Directors.</p> |
| <p>Article 174</p> <p>The Company's proposition to amend or cancel rights of class shareholders is required to be passed as special resolution in General Meetings and passed by the General Meeting convened by the class shareholders affected according to Article 173 to Article 180 herein before actions can be taken.</p> | <p>Article 173</p> <p>The Company's proposition to amend or cancel rights of class shareholders is required to be passed as special resolution in General Meetings and passed by the General Meeting convened by the class shareholders affected according to Article 172 to Article 179 herein before actions can be taken.</p> |
| <p>Article 176</p> <p>Shareholders of the affected class, whether or not having the right to vote at the shareholders' general meeting, shall nevertheless have the right to vote at class meetings on matters referred to in clause (2) to (8) and (11) to (12) of Article 175 of the Articles of Association, but interested shareholders shall not be entitled to vote at class meetings.</p> <p>The interested shareholders mentioned in the preceding paragraph shall have the following meanings:</p> <p>(1) in the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 46 of the Articles of Association, "interested shareholder" shall refer to the controlling shareholders as defined in the second item of Article 372 of the Articles of Association;</p> <p>(2) in the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 46 of the Articles of Association, "interested shareholders" shall refer to the shareholders to</p> | <p>Article 175</p> <p>Shareholders of the affected class, whether or not having the right to vote at the shareholders' general meeting, shall nevertheless have the right to vote at class meetings on matters referred to in clause (2) to (8) and (11) to (12) of Article 174 of the Articles of Association, but interested shareholders shall not be entitled to vote at class meetings.</p> <p>The interested shareholders mentioned in the preceding paragraph shall have the following meanings:</p> <p>(1) in the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 46 of the Articles of Association, "interested shareholder" shall refer to the controlling shareholders as defined in the second item of Article 371 of the Articles of Association;</p> <p>(2) in the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 46 of the Articles of Association, "interested shareholders" shall refer to the shareholders to</p> |

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| <p>which the proposed agreement relates;</p> <p>(3) in the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.</p> | <p>which the proposed agreement relates;</p> <p>(3) in the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.</p> |
| <p>Article 178</p> <p>Notice of a class meeting convened by the Company shall be dispatched through an announcement or other forms (if necessary) prescribed by the Articles of Association forty-five (45) days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty (20) days prior to the date of the meeting.</p> <p>If the number of voting shares at such meeting held by shareholders who intend to attend such meeting is not less than one-half of the total number of voting shares at such meeting, the Company may hold such class meeting; if not, the Company shall further notify the shareholders by way of announcement or other forms (if necessary) prescribed by the Articles of Association within five (5) days thereof specifying the matters to be considered and the date and place of the meeting. After such announcement has been given, the Company may then hold the class meeting.</p> | <p>Article 177</p> <p>Notice of a class meeting convened by the Company shall state the time and venue of and matters to be considered at the meeting and shall be given to all shareholders twenty (20) clear working days (both days exclusive) before the meeting. Notice of extraordinary general meetings shall be given to all shareholders fifteen (15) days prior to the meeting.</p> <p>Deleted</p> |
| <p>Article 183</p> <p>Holders of preference shares of the Company are entitled to the following special rights:</p> <ol style="list-style-type: none"> (1) to take precedence over ordinary shareholders in distribution of dividends; (2) to take precedence over ordinary shareholders in distribution of the residual property of the Company upon liquidation; (3) to attend general meetings and vote in such meetings under the circumstances prescribed in Article 184; (4) to restore the right to vote in accordance with the manner as prescribed in Article 185 under the circumstances prescribed in the Article; (5) other rights conferred to holders of preference shares prescribed by laws, | <p>Article 182</p> <p>Holders of preference shares of the Company are entitled to the following special rights:</p> <ol style="list-style-type: none"> (1) to take precedence over ordinary shareholders in distribution of dividends; (2) to take precedence over ordinary shareholders in distribution of the residual property of the Company upon liquidation; (3) to attend general meetings and vote in such meetings under the circumstances prescribed in Article 183; (4) to restore the right to vote in accordance with the manner as prescribed in Article 184 under the circumstances prescribed in the Article; (5) other rights conferred to holders of preference shares prescribed by laws, |

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| <p>administrative regulations, departmental rules, normative documents and the Articles of Association.</p> | <p>administrative regulations, departmental rules, normative documents and the Articles of Association.</p> |
| <p>Article 197 The Board of Directors shall report on the following matters: (1) the first item in Article 195 herein; ...</p> | <p>Article 196 The Board of Directors shall report on the following matters: (1) the first item in Article 194 herein; ...</p> |
| <p>Article 308 A loan guarantee provided by the Company in breach of clause 1 of Article 306 herein shall be unenforceable against the Company, provided that: ...</p> | <p>Article 307 A loan guarantee provided by the Company in breach of clause 1 of Article 305 herein shall be unenforceable against the Company, provided that: ...</p> |

Annex III: Comparison chart on the amendments to the Procedural Rules of the General Meeting

| Original Article | Amended Article |
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| <p>Article 1</p> <p>In order to protect the legal rights of Shandong Chenming Paper Holdings Limited (the “Company”) and the Company’s shareholders, expressly establish the terms of reference for general meeting, and ensure the procedures and resolutions of general meetings to be legally effective, the procedural rules of the general meeting (hereinafter referred to as the “Rules”) are formulated pursuant to the relevant requirements of the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Rules Governing Listing of Stocks on Shenzhen Stock Exchange (hereinafter referred to as the “Listing Rules”), the Rules for General Meetings of Listed Companies (hereinafter referred to as the “General Meeting Rules”) and the Articles of Association of Shandong Chenming Paper Holdings Limited (hereinafter referred to as the “Articles of Association”).</p> | <p>Article 1</p> <p>In order to protect the legal rights of Shandong Chenming Paper Holdings Limited (the “Company”) and the Company’s shareholders, expressly establish the terms of reference for general meeting, and ensure the procedures and resolutions of general meetings to be legally effective, the procedural rules of the general meeting (hereinafter referred to as the “Rules”) are formulated pursuant to the relevant requirements of the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Rules Governing Listing of Stocks on Shenzhen Stock Exchange (hereinafter referred to as the “Listing Rules”), the Rules for General Meetings of Listed Companies (hereinafter referred to as the “General Meeting Rules”), Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (“Reply of the State Council”) and the Articles of Association of Shandong Chenming Paper Holdings Limited (hereinafter referred to as the “Articles of Association”).</p> |
| <p>Article 19</p> <p>When the Company convenes a general meeting, the Board, the Supervisory Committee and shareholders individually or jointly holding over 3% of the total shares of the Company are entitled to propose motions to the Company.</p> <p>Shareholders individually or aggregately holding over 3% of the total shares of the Company are entitled to propose extraordinary motions to the Company and submit them to the convener ten (10) days before the convening of the general meeting. The convener shall issue supplementary notice of the general meeting to announce the extraordinary motions within two (2) days after receiving the proposed motions.</p> <p>Except as stipulated above, the convener shall not alter the motions listed in the notice of general meeting or add new motions after the notice of general meeting has been published.</p> <p>Motions not listed in the notice of general meeting or not compliant with the requirements of the Articles of Association shall not be put to vote and passed as a resolution.</p> | <p>Article 19</p> <p>When the Company convenes a general meeting, the Board, the Supervisory Committee and shareholders individually or jointly holding over 3% of the total shares of the Company are entitled to propose motions to the Company.</p> <p>Shareholders individually or aggregately holding over 3% of the total shares of the Company are entitled to propose extraordinary motions to the Company and submit them to the convener ten (10) days before the convening of the general meeting. The convener shall issue supplementary notice of the general meeting to announce the extraordinary motions within two (2) days after receiving the proposed motions.</p> <p>The proposal on nomination of Directors shall be submitted, notified and announced at least 10 (ten) (Hong Kong) trading days before the date of convening the shareholders’ general meeting.</p> <p>Except as stipulated above, the convener shall not alter the motions listed in the notice of general meeting or add new motions after the notice of general meeting has been published.</p> |

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| | <p>Motions not listed in the notice of general meeting or not compliant with the requirements of the Articles of Association shall not be put to vote and passed as a resolution.</p> |
| <p>Article 20 Where the Company convenes a shareholders' general meeting, notice through an announcement or other forms (if necessary) prescribed by the Articles of Association must be given not less than forty five (45) days before the meeting to notify all shareholders whose names appear in the share register of the matters to be considered and the date and venue of the meeting. Shareholders that intend to attend the shareholders' general meeting shall, within twenty (20) days prior to the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>Regarding the calculation of the notice period, the date of the meeting and the date when the notice is given shall not be included.</p> | <p>Article 20 Notice of shareholders' general meeting shall state the time and venue of and matters to be considered at the meeting and shall be given to all shareholders twenty (20) clear working days (both days exclusive) before the meeting. Notice of extraordinary general meetings shall be given to all shareholders fifteen (15) days prior to the meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting and the date when the notice is given shall not be included.</p> |
| <p>Article 22 The Company shall, based on the written replies received twenty (20) days before the date of the 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 not less 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 such publication of such notice.</p> | <p>Deleted</p> |
| <p>Article 48 Other than the cumulative voting system as mentioned in Article 47 of the Rules, the general meeting will vote on all motions one by one, and for the different motions on the same matter, voting will be proceeded according to the order of the times these motions are put forward. Other than special reasons such as force majeure that results in the interruption of the meeting or makes it impossible to come to resolution, the general meeting shall not postpone the motions and shall vote on them.</p> | <p>Article 47 Other than the cumulative voting system as mentioned in Article 46 of the Rules, the general meeting will vote on all motions one by one, and for the different motions on the same matter, voting will be proceeded according to the order of the times these motions are put forward. Other than special reasons such as force majeure that results in the interruption of the meeting or makes it impossible to come to resolution, the general meeting shall not postpone the motions and shall vote on them.</p> |