



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)

Form of Proxy for the Solicitation of Voting Rights by
Independent Non-Executive Directors (“Independent Director’s Proxy Form”)
for Attendance at the 2020 Second Extraordinary 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 confirm as the appointing party that I/we have, prior to signing this Independent Director’s Proxy Form, read carefully the full text of the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors of the Company prepared by the soliciting party for the current solicitation of voting rights and published as overseas regulatory announcement on 30 March 2020, the notice convening the second extraordinary general meeting in 2020 (the “EGM”) of the Company to be held on Friday, 15 May 2020 at 2:00 p.m. 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”) and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Independent Director’s Proxy Form or to amend the contents of this Independent Director’s Proxy Form in accordance with procedures specified in the Report on the Solicitation of Voting Rights by the Independent Non-executive Directors.

Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the announcement of the Company dated 30 March 2020.

As the appointing party, I/we hereby appoint Mr. Yang Biao, the independent non-executive Director, as my/our proxy to attend the EGM (and any adjournment thereof) and to exercise voting rights in respect of the following matters to be considered at the EGM in accordance with instructions contained in this Independent Director’s Proxy Form.

My/our voting directions for the matters in respect of which voting rights are being solicited are as follows:

	SPECIAL RESOLUTIONS	For (Note 5)	Against (Note 5)	Abstain (Note 5)
1.	Resolution in relation to the “2020 Restricted Share Incentive Scheme (draft) of Shandong Chenming Paper Holdings Limited (draft)” and its summary			
2.	Resolution in relation to the “Assessment Management Measures for the Implementation of the 2020 Restricted Share Incentive Scheme (draft) of Shandong Chenming Paper Holdings Limited”			
3.	Resolution in relation to the authorisation granted by the general meeting to the Board to deal with matters relating to the share incentive scheme of the Company			

Date: _____ 2020

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 Independent Director’s Proxy Form relates in the space provided and delete as in appropriate. If a number is inserted, this Independent Director’s Proxy Form will be deemed to relate only to those Shares. If not, this Independent Director’s 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 EGM 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 EGM other than those referred to in the notice(s) convening the EGM.
- This Independent Director’s Proxy Form must be signed by you or your attorney duly authorized in writing. Corporations must execute this Independent Director’s 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 EGM, 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 Independent Director’s 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 Independent Director’s 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, Wan Chai, Hong Kong; by not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.
- Completion and deposit of this Independent Director’s Proxy Form will not preclude you from attending and voting at the EGM should you so wish.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the EGM, 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 EGM, 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