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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)

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.

Shandong Chenming Paper Holdings Limited published the “Announcement on the Solicitation of Voting Rights by the Independent Director of Shandong Chenming Paper Holdings Limited” dated 29 January 2021 on the website of the 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
29 January 2021

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Hu Changqing, Mr. Li Xingchun and Mr. Li Feng; 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	2021-005

Shandong Chenming Paper Holdings Limited

Announcement on the Solicitation of Voting Rights by the Independent Director

The Company and all members of its board of directors hereby warrant the truthfulness, accuracy and completeness of the contents of information disclosure and there are no false representations, misleading statements or material omissions.

In order to fully protect the interests of minority shareholders and increase the participation of minority shareholders in voting at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic-listed shares and 2021 first class meeting for holders of overseas-listed shares of Shandong Chenming Paper Holdings Limited (hereinafter referred to as the “Company”), in accordance with relevant requirements and as entrusted by other independent directors, the Independent Director Ms. Yin Meiqun as the Soliciting Party hereby solicits voting rights from all shareholders of the Company in connection with the resolutions to be considered at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic-listed shares and 2021 first class meeting for holders of overseas-listed shares to be held on 9 March 2021.

The CSRC, Shenzhen Stock Exchange and other government departments have not expressed any opinions on the truthfulness, accuracy and completeness of the information contained in this report, and disclaim any liability for the contents contained herein. Any statement to the contrary is deemed false and a misrepresentation.

I. Representation from the Soliciting Party

I, Yin Meiqun, as the Soliciting Party, in accordance with the relevant provisions and as entrusted by other independent directors of the Company, have prepared and signed this report in connection with solicitation of voting rights from all shareholders of the Company on the resolutions to be considered at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic-listed shares and 2021 first class meeting for holders of overseas-listed shares. The Soliciting Party warrants that this report does not contain any false records, misleading statements or material omission, and jointly and severally accepts legal responsibility for its truthfulness, accuracy and completeness; the Soliciting Party also warrants that it shall not take advantage of this solicitation of voting rights to engage in any insider trading, market manipulation or any other fraudulent act in securities transactions.

The solicitation of voting rights is conducted in public and free of any charge, and has been announced on the newspaper or website designated by the CSRC. The solicitation is conducted solely to

fulfill the duties of the Soliciting Party as an independent director. The information contained herein has no false, misleading statements or material omission. The solicitation of voting rights by the Soliciting Party has been approved by other independent directors of the Company. The execution of this report shall not violate or be in conflict with any provisions of relevant laws and regulations, the Articles of Association or internal regulations of the Company.

II. Basic information of the Company and the solicitation:

1. Company profile

- (1) Chinese name: 山東晨鳴紙業集團股份有限公司
- (2) English name: SHANDONG CHENMING PAPER HOLDINGS LIMITED
- (3) Registered address: No. 595 Shengcheng Road, Shouguang City, Shandong Province
- (4) Listing date: 26 May 1997
- (5) Stock exchange(s): Shenzhen Stock Exchange and Hong Kong Stock Exchange
- (6) Stock abbreviation: 晨鳴紙業 晨鳴 B Chenming Paper
- (7) Stock code: 000488 200488 01812
- (8) Legal representative: Chen Hongguo
- (9) Secretary to the Board: Yuan Xikun
- (10) Correspondence address: No. 595 Shengcheng Road, Shouguang City, Shandong Province
- (11) Post code: 262700
- (12) Telephone: 0536-2158008
- (13) Fax: 0536-2158977
- (14) Company website: <http://www.chenmingpaper.com>
- (15) E-mail: chenmmingpapert@163.com

2. Solicitation

The Soliciting Party hereby solicits voting rights from all shareholders of the Company in connection with the resolutions to be considered at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic-listed shares and 2021 first class meeting for holders of overseas-listed shares:

Resolution 1: Resolution in relation to the “Proposal on the Domestic Listed Foreign Shares of the Company Changing Listing Venue to be Listed and Traded on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Conversion”;

Resolution 2: Resolution in relation to the full authorisation granted by the general meeting of the Company to the Board and its authorised persons to deal with matters relating to the domestic listed

foreign shares changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion;

Resolution 3: Resolution in relation to the designation of persons authorised by the Board;

Resolution 4: Resolution in relation to the consideration and approval of the “Articles of Association of Shandong Chenming Paper Holdings Limited (Draft, Applicable after the Changing of the Listing Venue of the B Shares)”;

Resolution 5: Resolution in relation to the period of validity of the resolution regarding the domestic listed foreign shares of the Company changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion.

III. The general meeting

For the details of this general meeting, please refer to the Notice of the 2021 First Extraordinary General Meeting, the 2021 First Class Meeting for Holders of Domestic-listed Shares and 2021 First Class Meeting for Holders of Overseas Listed Shares published on cninfo.com.cn on 30 January 2021 and website of Hong Kong Stock Exchange on 29 January 2021.

IV. Basic information of the Soliciting Party

1. The Soliciting Party under the solicitation is the existing Independent Director of the Company, Ms. Yin Meiqun, whose basic information is set out as follows:

Yin Meiqun, female, aged 49, holds a doctorate degree in accounting and is a Chinese CPA. She paid academic visits to Sweden, Finland, Denmark and Iowa State University in the United States; from 1993 to 2007, she was a professor in the department of accounting at Harbin University of Science and Technology; she is a professor of Beijing International Studies University. In addition, she is a representative of the 15th Beijing Municipal People's Congress, a member of the Accounting Education Professional Committee of the Accounting Society of China, a council member of the Accounting Society of China, a council director of the Association of Beijing Internal Audit, an expert of the Chinese Institute of Certified Public Accountants, an expert of the Social Examination Department of the National Education Examinations Authority, and also the independent director of Beijing Life Insurance Co., Ltd.

2. The Soliciting Party is not currently subject to any punishment due to violations of security-related law, and is not involved in major civil litigation or arbitration related to economic disputes.

3. The Soliciting Party and her immediate family members have not entered into any agreement or arrangement on matters in relation to the equity interests held in the Company; as an Independent Director of the Company, the Soliciting Party has no interests associated with the directors, senior management, substantial shareholders of the Company and their related parties, nor does the Soliciting Party has any

interest in the solicitation.

V. The Soliciting Party's vote on the matters under solicitation

The Soliciting Party, as the Independent Director, has attended the 17th extraordinary general meeting of the ninth session of the board of directors held on 29 January 2021. She has cast votes in favor of the following: resolution in relation to the “Proposal on the Domestic Listed Foreign Shares of the Company Changing Listing Venue to be Listed and Traded on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Conversion”, resolution in relation to the full authorisation granted by the general meeting of the Company to the Board and its authorised persons to deal with matters relating to the domestic listed foreign shares changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion, resolution in relation to the designation of persons authorised by the Board, resolution in relation to the consideration and approval of the “Articles of Association of Shandong Chenming Paper Holdings Limited (Draft, Applicable after the Changing of the Listing Venue of the B Shares)”, and resolution in relation to the period of validity of the resolution regarding the domestic listed foreign shares of the Company changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion. The Soliciting Party accepts the appointment of shareholders who do not agree on its voting intention.

VI. Proposal for the solicitation

The Soliciting Party has developed the proposal for the solicitation of voting rights in accordance with laws, administrative regulations, regulatory documents of the PRC in force, and the Articles of Association of the Company, the particulars of which are as follows:

(I) Target of solicitation: the shareholders of the Company whose names appear in the register maintained with the Shenzhen branch of China Securities Depository and Clearing Corporation Limited and have gone through the registration procedures to attend the meeting as of the close of trading on 1 March 2021.

(II) Solicitation period: 4 to 5 March 2021 (from 9:30 to 11:30 a.m. and from 13:30 to 17:30 p.m. each day).

(III) Method of solicitation: soliciting voting rights by publishing an announcement on the disclosure media designated by the CSRC, cninfo.com.cn, and the website designated by the Stock Exchange.

(IV) Procedures and steps for solicitation

1. Complete the proxy form for the solicitation of voting rights by the independent director (hereinafter referred to as the “Proxy Form”) based on the format and content as prescribed in the appendix hereto (for holders of A shares and B share shares).

Note: Holders of H shares are requested to complete the proxy form for the solicitation of voting rights by the independent director based on the format and content as prescribed in the relevant proxy form for the solicitation of voting rights by the independent director published by the Hong Kong Stock Exchange.

2. Submit the Proxy Form and other related documents signed by the target shareholders to the securities investment department of the Company entrusted by the Soliciting Party; as for the solicitation of voting rights, the securities investment department of the Company shall sign to the acknowledge the receipt of the Proxy Form and other related documents:

(1) Where the shareholder appointing a voting proxy is a legal person shareholder, such shareholder shall provide a copy of the business license, the original legal representative certificate, the original Proxy Form, and shareholder account card; all documents provided by the legal person hereunder shall be signed by the legal representative on each page and stamped with its common seal;

(2) Where the shareholder appointing a voting proxy is a nature person shareholder, such shareholder shall provide a copy of ID card, the original Proxy Form, and shareholder account card;

(3) If the Proxy Form is signed by a person authorized by the shareholder, the Proxy Form shall be notarized by a public notary, and the notarial certificate shall be submitted together with the original Proxy Form; notarization is not required for the Proxy Form signed by the shareholder or the legal representative of the legal person shareholder.

3. After the shareholder appointing a voting proxy has prepared the relevant documents as required in Sub-clause 2 above, the Proxy Form and related documents shall be delivered by hand, registered post or express courier before the close of solicitation to the address specified in this report; if delivered by registered post or express courier, such documents shall be deemed to be delivered at the time of receipt by the securities investment department of the Company.

The designated address and recipient for the Proxy Form and related documents of shareholders appointing voting proxies:

To: Chen Lin (陳琳)

Address: Chenming Group, No.2199 Nongsheng East Road, Shouguang City, Weifang City, Shandong Province

Post code: 262700

Telephone: 0536-2158008

Fax: 0536-2158977

Please properly seal all the submitted documents, indicate the telephone number and contact person

of the shareholders appointing voting proxies, and expressly mark “proxy form for the solicitation of voting rights by the independent director”.

4. The witnessing lawyer of the law firm has verified the aforementioned submission by the legal person shareholders and natural person shareholders at the 2021 first extraordinary general meeting, the 2021 first class meeting for holders of domestic-listed shares and 2021 first class meeting for holders of overseas-listed shares. The Proxy Form verified to be valid after verification shall be submitted to the Soliciting Party by the witnessing lawyer.

(V) The Proxy Form that satisfies all of the following conditions after verification shall be verified to be valid upon delivery by the shareholder appointing a voting proxy:

1. the Proxy Form and related documents are delivered to the designated address as required by the solicitation procedure herein;

2. the Proxy Form and related documents are submitted within the solicitation period;

3. shareholders have completed and signed the Proxy Form in the form as prescribed in the appendix hereto and the particulars relating to such proxy are expressive and the relevant documents submitted are complete and valid;

4. the Proxy Form and the relevant documents submitted are consistent with the information recorded in the register of members;

(VI) If a shareholder gives duplicate voting instructions to the Soliciting Party in respect of the matters under solicitation but the details of the such instructions are inconsistent with each other, the latest Proxy Form executed by the shareholder shall be treated as valid; if it is unable to determine the timing of execution, the latest Proxy Form received shall be treated as a valid one.

(VII) The delivery of Proxy Form relating to the appointment of voting rights in respect of matters under solicitation to the Soliciting Party shall not preclude the shareholders from attending the meeting in person or by proxy.

(VIII) The Proxy Form verified to be valid falls under any of the following circumstances, the Soliciting Party shall proceed with in accordance with the following requirements:

1. After appointing the Soliciting Party as his/her proxy in relation to the voting rights for matters under solicitation, a shareholder may expressly revoke in writing his/her previous appointment of the Soliciting Party as his/her proxy prior to the close of registration for meetings, in which case the Soliciting Party shall treat such appointment of the Soliciting Party to act as the proxy as lapsed automatically;

2. If a shareholder has appointed a third party other than the Soliciting Party as his/her proxy in relation to the voting rights for matters under solicitation so to register for and attend meeting, and

expressly revokes in writing his/her appointment of the Soliciting Party prior to the close of registration for meetings, the Soliciting Party shall treat such appointment of the Soliciting Party to act as the proxy as lapsed automatically;

3. A shareholder shall specify his/her voting instruction in connection with matters under solicitation in the Proxy Form to be submitted and shall check either “For” or “Against” or “Abstain” as appropriate. If more than one options have been made, or no option has been indicated, the Soliciting Party shall treat his/her appointment to act as the proxy as lapsed.

Notice is hereby given.

Soliciting Party: Yin Meiqun

29 January 2021

Appendix 1: Proxy Form for Public Solicitation of Voting Rights by the Independent Director at the 2021 First Extraordinary General Meeting;

Appendix 2: Proxy Form for Public Solicitation of Voting Rights by the Independent Director at the 2021 First Class Meeting for Holders of Domestic-listed Shares;

Appendix 1:

Shandong Chenming Paper Holdings Limited

Proxy Form for Public Solicitation of Voting Rights by the Independent Director at the 2021 First Extraordinary General Meeting

I/We, confirm in my/our capacity as an appointor that prior to signing this Proxy Form, I/we have read carefully the complete the Report on the Public Solicitation of Voting Rights by the Independent Director of Shandong Chenming Paper Holdings Limited prepared and announced by the Soliciting Party for the purpose of solicitation of voting rights, Notice of the 2021 First Extraordinary General Meeting, the 2021 First Class Meeting for Holders of Domestic-listed Shares and 2021 First Class Meeting for Holders of Overseas Listed Shares and other related documents and have been sufficiently informed of the relevant details of the solicitation. 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 Proxy Form, or to revise the contents of this Proxy Form in accordance with procedures as prescribed by the Report on the Public Solicitation of Voting Rights by the Independent Director.

As the appointor, I/we hereby appoint Ms. Yin Meiqun, the Independent Director of Shandong Chenming Paper Holdings Limited, as my/our proxy to attend the 2021 first extraordinary general meeting, and to exercise voting rights in respect of the matters to be considered at the meeting in accordance with instructions stipulated in this Proxy Form. My/our voting intents for the matters in respect of which voting rights are being solicited are as follows:

No. of resolution	Name of resolution	Remark	For	Against	Abstain
		You may vote on the column with a “√”			
100	General resolution: all resolutions other than resolutions by cumulative voting	√			
Resolutions by non-cumulative voting					
1.00	Resolution in relation to the “Proposal on the Domestic Listed Foreign Shares of the Company Changing Listing Venue to be Listed and Traded on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Conversion”	√			
2.00	Resolution in relation to the full authorisation granted by the general meeting of the Company to the Board and its authorised	√			

	persons to deal with matters relating to the domestic listed foreign shares changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion				
3.00	Resolution in relation to the designation of persons authorised by the Board	√			
4.00	Resolution in relation to the consideration and approval of the “Articles of Association of Shandong Chenming Paper Holdings Limited (Draft, Applicable after the Changing of the Listing Venue of the B Shares)”	√			
5.00	Resolution in relation to the period of validity of the resolution regarding the domestic listed foreign shares of the Company changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion	√			

Note: please use “√” to cast a vote in the Proxy Form. Please select “For”, “Against” or “Abstain” in respect of each resolution to be considered and tick the corresponding box based on the opinions of the appointor. For each of the resolutions, please tick only one option among the three. If more than one options are or none of the options is selected, the appointor shall be deemed to abstain from voting on the matter under consideration.

Name of the appointor:

ID number (business license number) of the appointor:

Shareholder account number of the appointor:

Number of shares held by the appointor:

Contact of the appointor:

Signature or seal of the appointor:

Execution date:

Validity period of the Proxy Form: from the execution date of the Proxy Form to the conclusion of the 2021 first extraordinary general meeting.

Note: Newspaper cuttings, photocopies or self-made copies in line with the above format of this Proxy Form are all valid.

Appendix 2:

Shandong Chenming Paper Holdings Limited

Proxy Form for Public Solicitation of Voting Rights by the Independent Director at the 2021

First Class Meeting for Holders of Domestic-listed Shares

I/We, confirm in my/our capacity as an appointor that prior to signing this Proxy Form, I/we have read carefully the complete the Report on the Public Solicitation of Voting Rights by the Independent Director of Shandong Chenming Paper Holdings Limited prepared and announced by the Soliciting Party for the purpose of solicitation of voting rights, Notice of the 2021 First Extraordinary General Meeting, the 2021 First Class Meeting for Holders of Domestic-listed Shares and 2021 First Class Meeting for Holders of Overseas Listed Shares and other related documents and have been sufficiently informed of the relevant details of the solicitation. 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 Proxy Form, or to revise the contents of this Proxy Form in accordance with procedures as prescribed by the Report on the Solicitation of Voting Rights by the Independent Director.

As the appointor, I/we hereby appoint Ms. Yin Meiqun, the Independent Director of Shandong Chenming Paper Holdings Limited, as my/our proxy to attend the 2021 First Class Meeting for Holders of Domestic-listed Shares, and to exercise voting rights in respect of the matters to be considered at the meeting in accordance with instructions stipulated in this Proxy Form. My/our voting intents for the matters in respect of which voting rights are being solicited are as follows:

No. of resolution	Name of resolution	Remark	For	Against	Abstain
		You may vote on the column with a “√”			
100	General resolution: all resolutions other than resolutions by cumulative voting	√			
Resolutions by non-cumulative voting					
1.00	Resolution in relation to the “Proposal on the Domestic Listed Foreign Shares of the Company Changing Listing Venue to be Listed and Traded on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Conversion”	√			

2.00	Resolution in relation to the full authorisation granted by the general meeting of the Company to the Board and its authorised persons to deal with matters relating to the domestic listed foreign shares changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion	√			
3.00	Resolution in relation to the designation of persons authorised by the Board	√			
4.00	Resolution in relation to the consideration and approval of the “Articles of Association of Shandong Chenming Paper Holdings Limited (Draft, Applicable after the Changing of the Listing Venue of the B Shares)”	√			
5.00	Resolution in relation to the period of validity of the resolution regarding the domestic listed foreign shares of the Company changing listing venue to be listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited by way of conversion	√			

Note: please use “√” to cast a vote in the Proxy Form. Please select “For”, “Against” or “Abstain” in respect of each resolution to be considered and tick the corresponding box based on the opinions of the appointor. For each of the resolutions, please tick only one option among the three. If more than one options are or none of the options is selected, the appointor shall be deemed to abstain from voting on the matter under consideration.

Name of the appointor:

ID number (business license number) of the appointor:

Shareholder account number of the appointor:

Number of shares held by the appointor:

Contact of the appointor:

Signature or seal of the appointor:

Execution date:

Validity period of the Proxy Form: from the execution date of the Proxy Form to the conclusion of the 2021 first class meeting for holders of domestic-listed shares.

This page is only for the purpose of the signature for the Report on the Public Solicitation of Voting Rights by the Independent Director of Shandong Chenming Paper Holdings Limited.

Signed by the Independent Directors:

Yin Meiqun

Sun Jianfei

Yang Biao

29 January 2021