

*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)**

**Notice of 2010 First Extraordinary General Meeting**

**NOTICE IS HEREBY GIVEN THAT** the 2010 First Extraordinary General Meeting (the “EGM”) of Shandong Chenming Paper Holdings Limited (the “Company”) will be held at 10:00 a.m. on Monday, 12 April 2010 at the conference room of Chenming International Hotel, eastern side of Mihe Bridge, South Ring Road, Shouguang City, Shandong Province, the People's Republic of China (the “PRC”) for the purpose of passing the following resolutions:

**AS ORDINARY RESOLUTIONS:**

1. To consider and approve the appointment and re-appointment of Directors of the Company (cumulative voting in respect of each individual candidate to be elected will be adopted);
2. To consider and approve the appointment and re-appointment of Supervisors of the Company (cumulative voting in respect of each individual candidate to be elected will be adopted);
3. To consider and approve the remuneration of the Directors and senior management of the Company;
4. To consider and approve the application for the integrated banking credit line in 2010;
5. To consider and approve the guarantees provided by the Company for the banking facilities being applied by its controlling subsidiaries.

*Note:* The appointment and re-appointment of the independent non-executive Directors of the Company in resolution no. 1 above can only be voted at the EGM if The Shenzhen Stock Exchange has no objection after its review.

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

Shandong, the PRC  
24 February 2010

\* For identification purpose only

*As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Yin Tongyuan, Mr. Li Feng, Mr. Hou Huancai, Mr. Zhou Shaohua, Mr. Geng Guanglin and Mr. Tan Daocheng, the non-executive Directors are Mr. Gan Zhihe, Mr. Zhao Wei and Mr. Cao Chunyu and the independent non-executive Directors are Mr. Diao Yuntao, Mr. Wang Zhihua, Ms. Zhou Chengjuan, Ms. Wang Yumei and Mr. Lau Ying Kit.*

*Notes:*

1. The register of members of the Company will be temporarily closed from 12 March 2010 to 12 April 2010 (both days inclusive) during which no transfer of H shares of the Company will be registered in order to determine the list of holders of H shares of the Company for attending the EGM. The last lodgment for the transfer of the H shares of the Company should be made on 11 March 2010 at Computershare Hong Kong Investor Services Limited by or before 4:00 p.m. The holders of H shares of the Company or their proxies being registered at the close of business on 11 March 2010 are entitled to attend the EGM by presenting their identity documents. The address of Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, is Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The holders of A shares and B shares of the Company being registered on 1 April 2010 at Shenzhen Branch of China Securities Depository and Clearing Corporation Limited after the closing of Shenzhen Stock Exchange are entitled to attend the EGM by presenting their identity documents.

2. Each shareholder having the rights to attend and vote at the EGM 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 authorization 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 (i) in case of H shares of the Company, the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and (ii) in case of A shares and B shares of the Company, the capital operation department of the Company at No. 595 Shengcheng Road, Shouguang City, Shandong Province, the PRC, as soon as possible and in any event not later than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.
4. Shareholders who intend to attend the EGM are requested to deliver the duly completed and signed reply slip for attendance to the capital operation department of the Company at the Company's registered address in person, by post or by facsimile on or before 22 March 2010 for shareholders of H shares of the Company and on or before 6 April 2010 for shareholders of A shares and B shares of the Company.
5. Shareholders or their proxies shall present proofs of their identities upon attending the EGM. Should a proxy be appointed, the proxy shall also present the proxy form.
6. The EGM is expected to last for half day. The shareholders and proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
7. The Company's registered address:

No. 595 Shengcheng Road, Shouguang City, Shandong Province, the PRC  
Postal code: 262700  
Telephone: (86)-536-2158011  
Facsimile: (86)-536-2158640

8. Principles of vote counting under cumulative voting

Cumulative voting will be adopted in relation to the matters with respect to re-election of Directors and Supervisors at the 2010 First Extraordinary General Meeting of the Company. The principles of vote counting are as follows:

- 1 In relation to the matters with respect to election of Director, the shareholders will have the same number of votes which equals to the total number of directors to be elected for every share held by them. Shareholders may cast all their votes on a particular candidate or on multiple candidates;
- 2 In relation to the matters with respect to election of Supervisor, the shareholders will have the same number of votes which equals to the total number of supervisors to be elected for every share held by them. Shareholders may cast all their votes on a particular candidate or on multiple candidates;
- 3 The related voters under cumulative voting please refer to the Cumulative Voting Rules of Chenming Paper (《晨鳴紙業累積投票實施細則》) as disclosed on the website of [www.cninfo.com.cn](http://www.cninfo.com.cn) on 31 December 2005.