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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 (the “Company”) published the “Shandong Chenming Paper Holdings Limited: “Announcement on the Public Solicitation of Voting rights by the Independent Director” dated 30 March 2020 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  
30 March 2020

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

Security code: 000488 200488 Security abbreviation: Chenming Paper,  
Chenming B Announcement No.: 2020-030

## Shandong Chenming Paper Holdings Limited

### Announcement on the Public Solicitation of Voting rights by the Independent Director

In accordance with relevant provisions of the Administration Measures on Share Incentives of Listed Companies (《上市公司股權激勵管理辦法》) (the “Administrative Measures”) issued by the China Securities Regulatory Commission (the “CSRC”) and pursuant to the appointment by other independent directors of Shandong Chenming Paper Holdings Limited (the “Company”), Mr. Yang Biao, an independent director, as the soliciting party, hereby solicits voting rights from all shareholders of the Company in connection with the resolutions to be considered at the 2020 second extraordinary general meeting, the 2020 first class meeting for holders of domestic shares and 2020 first class meeting for holders of overseas listed shares to be held on 15 May 2020.

The CSRC, the Shenzhen Stock Exchange, and other government departments make no representation as to the truthfulness, accuracy or completeness of this report and take no responsibility for the contents of this report. Any representation to the contrary is a false statement.

#### I. REPRESENTATION FROM THE SOLICITING PARTY

In accordance with the relevant provisions of the Administrative Measures and the appointment by other independent directors of the Company, I, Yang Biao, as the soliciting party, have prepared and signed this report in connection with the solicitation of voting rights from all shareholders of the Company in respect of the relevant resolutions to be considered at the 2020 second extraordinary general meeting, the 2020 first class meeting for holders of domestic shares and 2020 first class meeting for holders of overseas listed shares. The soliciting party warrants that there are no false information, misleading representation or material omissions in the report and accepts individual and joint legal

responsibility for the truthfulness, accuracy and completeness of its contents. The soliciting party also undertakes that it will not take advantage of this solicitation of voting rights to engage in any insider dealings, market manipulation or any other fraudulent act in securities transactions.

The current solicitation of voting rights is being conducted publicly without any consideration. The relevant announcement is being published 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, and the information contained herein has no false or 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 performance of duties stated in the solicitation report will not violate any laws, regulations and any provisions of the Articles of Association or the Company's internal system.

## **II. BASIC CORPORATE INFORMATION AND THE SUBJECT OF SOLICITATION:**

### 1. Basic information

- (1) Company name: 山东晨鸣纸业集团股份有限公司
- (2) Company's English name: SHANDONG CHENMING PAPER HOLDINGS LIMITED
- (3) Registered address: No. 595 Shengcheng Road, Shouguang City, Shandong Province
- (4) Listing date of the Company's shares: 26 May 1997
- (5) Stock exchanges on which the Company's shares are listed: Shenzhen Stock Exchange, Hong Kong Stock Exchange
- (6) Stock abbreviation: Chenming Paper, Chenming B
- (7) Stock code: 000488 200488 01812
- (8) Legal representative: Chen Hongguo
- (9) Secretary to the board of directors: Yuan Xikun
- (10) Correspondence address: No. 595 Shengcheng Road, Shouguang City, Shandong Province

- (11) Postal code: 262700
- (12) Telephone: 0536-2158008
- (13) Facsimile: 0536-2158977
- (14): Website of the Company: <http://www.chenmingpaper.com>
- (15) Email address: [chenmmingpapert@163.com](mailto:chenmmingpapert@163.com)

## 2. Subject of solicitation

The solicitation of voting rights by the soliciting party from all shareholders of the Company in connection with the following resolutions to be considered at the 2020 second extraordinary general meeting, the 2020 first class meeting for holders of domestic shares and 2020 first class meeting for holders of overseas listed shares:

Resolution No.1: Resolution in relation to the 2020 Restricted Share Incentive Scheme (draft) of Shandong Chenming Paper Holdings Limited and its summary;

Resolution No.2: Resolution in relation to the Assessment Management Measures for the Implementation of the 2020 Restricted Share Incentive Scheme of Shandong Chenming Paper Holdings Limited;

Resolution No.3: Resolution in relation to the authorisation granted by the general meeting to the Board to deal with matters relating to the 2020 Restricted Share Incentive Scheme of the Company.

### **III. INFORMATION ON THE GENERAL MEETING**

For details on the general meeting, please refer to the Notice of 2020 Second Extraordinary General Meeting and the Notice of 2020 First Class Meeting for Holders of Domestic Shares and 2020 First Class Meeting for Holders of Overseas Shares published on CNINFO on 31 March 2020 and on the website of the Hong Kong Stock Exchange on 30 March 2020.

### **IV. BASIC INFORMATION OF THE SOLICITING PARTY**

1. The soliciting party of the solicitation of voting rights is Mr. Yang Biao, currently an independent director, the basic information of whom is as follows:

Yang Biao, male, aged 40, holds a doctorate in law, and is currently a professor and doctoral tutor in the School of Law of Sun Yat-sen University.

He is, among others, one of the “Guangzhou Top Ten Young and Middle-aged Jurists”, an outstanding young talent in the “Guangdong Special Support Program”, a selected member in the “Double Thousand Plan” (雙千計劃) of the Ministry of Education and the Central Politics and Law Committee, a training candidate in the “Thousand-Hundred-Ten” project (千百十工程) for universities in Guangdong Province, a member of the Academy for East-Asian Tort Law (AETL), a member of the Expert Advisory Committee to Guangdong People’s Procuratorate, a supervisory member and judicial advisory expert of the Standing Committee of Guangzhou People’s Congress and an expert certified in Major Administrative Decision-Making and Argumentation in Guangzhou. He has served in Guangdong High People’s Court and People’s Court of Guangzhou Huangpu District. He has also served as independent director of Guangdong Guangzhou Daily Media Co.,. Ltd.\* (廣東廣州日報傳媒股份有限公司), Guangdong Yue Feed Group Co., Ltd. (廣東粵飼料集團股份有限公司), Circle Logistics Co., Ltd. and Guangdong Tianhe Agricultural Means of Production Co., Ltd. (廣東天禾農資股份有限公司).

2. The soliciting party has not been subject to any punishment as a result of securities transaction activities in violation of laws, and has not involved in any material civil litigation or arbitration relating to economic disputes.

3. The soliciting party and his primary direct family members have not reached any agreement or arrangement in respect of the Company’s equity interests. There are no interests at stake between him, as an independent director, and the directors, senior management and substantial shareholders of the Company and their respective connected parties, nor does he have any interest in the subject matter of solicitation.

#### **V. THE SOLICITING PARTY’S VOTE IN RESPECT OF THE SUBJECT MATTER OF SOLICITATION**

As an independent director, the soliciting party attended the 9<sup>th</sup> extraordinary meeting of the ninth session of the board of directors of the Company held on 30 March 2020, and voted in favour for the resolution in relation to the 2020 Restricted Share Incentive Scheme (draft) of Shandong

Chenming Paper Holdings Limited and its summary, the resolution in relation to the Assessment Management Measures for the Implementation of the 2020 Restricted Share Incentive Scheme of Shandong Chenming Paper Holdings Limited and the resolution in relation to the authorisation granted by the general meeting to the Board to deal with matters relating to the 2020 Restricted Share Incentive Scheme of the Company.

## **VI. THE SOLICITATION SCHEME**

The soliciting party has prepared a proposal for the solicitation of voting rights in accordance with the prevailing laws, administrative regulations and regulatory documents of the People's Republic of China and the Articles of Association, the details of which are as follows:

(I) Target of solicitation: Shareholders of the Company whose name appear on the register of members kept at the Shenzhen branch of China Securities Depository and Clearing Corporation Limited upon the close of trading on 7 May 2020.

(II) Solicitation period: The period from 13 May to 14 May 2020 (9:30 - 11:30 and 13:30-17:30 each day).

(III) Method of solicitation: Open solicitation of voting rights by way of announcement on CNINFO, information disclosure media designated by the CSRC and the website designated by the Stock Exchange.

(IV) Procedures and steps of solicitation:

1. The proxy form for the solicitation of voting rights by the independent directors (the "Proxy Form(s)") should be completed in the format and content specified in the annex of the report.

2. The Proxy Form signed by the shareholders together with other related documents should be returned to the office of the securities investment department of the Company appointed by the soliciting party. The Proxy Form and other relevant documents should be received and signed by the securities investment department of the Company:

(1) In case of a legal person shareholder, a duplicate copy of its business license, the original copy of the identification document of its legal representative, the original copy of the Proxy Form and shareholder's

account card should be provided. The legal representative should sign on each page of and the company seal should be affixed on all documents provided by the legal person shareholder;

(2) In case of an individual shareholder who appoints the soliciting party as his/her proxy, a duplicate copy of his identification document, the original copy of the Proxy Form and the shareholder's account card should be provided;

(3) Proxy Forms signed by other persons on behalf of the shareholders should be notarised and the notarisation letter should be provided together with the original copy of the Proxy Form. Notarisation is not required for Proxy Forms signed by shareholders themselves or legal representatives.

3. Shareholders appointing the soliciting party as their proxies should deliver the Proxy Forms and relevant documents to the address specified in the report by courier, registered post or express mail within the solicitation period after the relevant documents have been prepared in accordance with Step 2 above. In case of registered post or express mail, the time of receipt is deemed to be the time of receipt by the securities investment department of the Company.

Shareholders appointing the soliciting party as their proxies should deliver the Proxy Forms and the relevant documents to the address and the addressee specified below:

Addressee: Xu Zhongqing

Corresponding address: No. 2199 Nongsheng East Road, Shouguang City, Weifang City, Shandong Province

Postal code: 262700

Telephone: 0536-2158008

Facsimile: 0536-2158977

All documents for submission should be properly sealed and the contact telephone numbers and contact persons of the shareholders should be provided. The words "Proxy Form for the Solicitation of Voting Rights by Independent Directors" should be clearly indicated.

4. Attesting lawyers of the legal firm witnessing the 2020 second

extraordinary general meeting, the 2020 first class meeting for holders of domestic shares and 2020 first class meeting for holders of overseas listed shares of the Company should verify the above documents provided by the legal person shareholders and natural person shareholders. Appointment verified to be valid shall be given to the soliciting party by the attesting lawyers

(V) Appointment will be confirmed as valid upon full compliance with the following conditions after all documents provided by the shareholders appointing the soliciting party have been duly delivered:

1. The Proxy Forms and the required documents having been delivered to the designated address in accordance with the solicitation procedures set out in the report;

2. The Proxy Forms and the required documents having been submitted within the solicitation period;

3. The Proxy Forms having been completed and signed by the shareholders in the form specified in the annex to the report with clear and specific authorisation and the required documents submitted being complete and valid;

4. The Proxy Form and the required documents provided being consistent with records of the register of members.

(VI) Where a shareholder gives duplicate voting instruction to the soliciting party in respect of the matters for which the voting rights are being solicited, the latest Proxy Form signed by the shareholder, or the latest Proxy Form received by the Company if the timing of the signature could not be ascertained, shall be deemed as the valid one.

(VII) A shareholder may attend the meeting in person or by proxy notwithstanding the appointment of the soliciting party as his/her proxy to exercise the solicited voting rights.

(VIII) The soliciting party may act in accordance with the followings with respect to a valid appointment:

1. A shareholder may expressly revoke in writing his/her previous appointment of the soliciting party as his/her proxy 24 hours before the on-site registration deadline at the meeting, in which case the soliciting party shall treat the proxy as invalid;



2. Where a shareholder has appointed persons other than the soliciting party as proxy to exercise the solicited voting right and to be registered for attending the meeting, and where such shareholder expressly revokes in writing his/her appointment of the soliciting party prior to on-site registration deadline at the meeting, the soliciting party shall treat the appointment of the soliciting party as invalid.

3. Shareholders should specify in the Proxy Form their voting instructions in respect of the matters for which voting rights are being solicited and check either “For” , “Against” or “Abstain” as appropriate. Any proxy for which more than one or no voting direction is indicated shall be deemed invalid;

Notice is hereby given.

Soliciting party: Yang Biao

30 March 2020

Annex 1: Proxy Form for the Solicitation of Voting Rights by Independent Director for Use at the 2020 Second Extraordinary General Meeting

Annex 2: Proxy Form for the Solicitation of Voting Rights by Independent Director for Use at the 2020 First Class Meeting for Holders of Domestic Shares and 2020 First Class Meeting for Holders of Overseas Shares

附件：

**山东晨鸣纸业集团股份有限公司**  
**2020年第二次临时股东大会**  
**独立董事公开征集委托投票权授权委托书**

本人/本公司作为委托人确认，在签署本授权委托书前已认真阅读了征集人为本次征集投票权制作并公告的《山东晨鸣纸业集团股份有限公司独立董事公开征集委托投票权报告书》全文、《公司关于召开2020年第二次临时股东大会的通知》及其他相关文件，对本次征集投票权等相关情况已充分了解。在现场会议报到登记之前，本人/本公司有权随时按独立董事征集投票权报告书确定的程序撤回本授权委托书项下对征集人的授权委托，或对本授权委托书内容进行修改。

本人/本公司作为授权委托人，兹授权委托山东晨鸣纸业集团股份有限公司独立董事杨彪作为本人/本公司的代理人出席山东晨鸣纸业集团股份有限公司2020年第二次临时股东大会，并按本授权委托书指示对以下会议审议事项行使投票权。本人/本公司对本次征集投票权事项的投票意见：

提案 编码	提案名称	备注	同意	反对	弃权
		该列打勾的栏目可以投票			
100	总议案：除累积投票提案外的所有提案	√			
非累积投票提案					
1.00	关于《山东晨鸣纸业集团股份有限公司 2020 年度限制性股票激励计划（草案）》及其摘要的议案	√			
2.00	关于《山东晨鸣纸业集团股份有限公司 2020 年度限制性股票激励计划实施考核管理办法》的议案	√			
3.00	关于提请股东大会授权董事会办理公司股权激励计划相关事宜的议案	√			

注：此委托书表决符号为“√”，请根据授权委托人的本人意见，对上述审议事项选择同意、反对或弃权并在相应表格内打勾，三者中只能选其一，选择超过一项或未选择的，则视为授权委托人对审议事项投弃权票。

委托人姓名或名称：

委托人身份证号码（营业执照号码）：

委托人股东账号：

委托人持股数量：

委托人联系方式：

委托人签字或盖章：

签署日期： 年 月 日

本项授权的有效期限：自本授权委托书签署之日起至公司2020年第二次临时股东大会结束止。

注：授权委托书剪报、复印或按以上格式自制均有效。

附件：

## 山东晨鸣纸业集团股份有限公司

### 2020年第一次境内、境外上市股份类别股东大会

#### 独立董事公开征集委托投票权授权委托书

本人/本公司作为委托人确认，在签署本授权委托书前已认真阅读了征集人为本次征集投票权制作并公告的《山东晨鸣纸业集团股份有限公司独立董事公开征集委托投票权报告书》全文、《公司关于召开2020年第一次境内、境外上市股份类别股东大会通知》及其他相关文件，对本次征集投票权等相关情况已充分了解。在现场会议报到登记之前，本人/本公司有权随时按独立董事征集投票权报告书确定的程序撤回本授权委托书项下对征集人的授权委托，或对本授权委托书内容进行修改。

本人/本公司作为授权委托人，兹授权委托山东晨鸣纸业集团股份有限公司独立董事杨彪作为本人/本公司的代理人出席山东晨鸣纸业集团股份有限公司2020年第一次境内、境外上市股份类别股东大会，并按本授权委托书指示对以下会议审议事项行使投票权。本人/本公司对本次征集投票权事项的投票意见：

提案编码	提案名称	备注	同意	反对	弃权
		该列打勾的栏目可以投票			
100	总议案：除累积投票提案外的所有提案	√			
非累积投票提案					
1.00	关于《山东晨鸣纸业集团股份有限公司2020年度限制性股票激励计划（草案）》及其摘要的议案	√			
2.00	关于《山东晨鸣纸业集团股份有限公司2020年度限制性股票激励计划实施考核管理办法》的议案	√			
3.00	关于提请股东大会授权董事会办理公司股权激励计划相关事宜的议案	√			

注：此委托书表决符号为“√”，请根据授权委托人的本人意见，对上述审议事项选择同意、反对或弃权并在相应表格内打勾，三者中只能选其一，选择超过一项或未选择的，则视为授权委托人对审议事项投弃权票。

委托人姓名或名称：

委托人身份证号码（营业执照号码）：

委托人股东账号：

委托人持股数量：

委托人联系方式：

委托人签字或盖章：

签署日期：    年    月    日

本项授权的有效期限：自本授权委托书签署之日起至公司2020年第一次境内、境外上市股份类别股东大会结束止。

本页无正文，为《山东晨鸣纸业集团股份有限公司独立董事公开征集委托投票权报告书》的签字页

独立董事签字：

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尹美群

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孙剑非

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杨彪

二〇二〇年三月三十日