

IMPLEMENTATION RULES FOR THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS OF SHANDONG CHENMING PAPER HOLDINGS LIMITED

(Approved by the 8th meeting of the 10th session of the Board of Directors on March 28, 2024)

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the appointment of the Directors and senior management of Shandong Chenming Paper Holdings Limited (the “**Company**”), optimize the constitution of the Board of Directors (the “**Board**”) and improve the corporate governance structure, and in accordance with The Company Law of the People’s Republic of China, Guidelines for Corporate Governance of Listed Companies, the Articles of Association, the relevant rules governing the listing of securities or shares on the stock exchanges where the shares of the Company are listed (including but not limited to The Stock Exchanged of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and Shenzhen Stock Exchange) (collectively, the “**Listing Rules**”) and other relevant provisions, the Company sets up the Nomination Committee of the Board and formulates the implementation rules (the “**Rules**”).

Article 2 The Nomination Committee of the Board is a specific body set up by the Board pursuant to a resolution of the shareholders’ general meeting. It is mainly responsible for formulating the standards and procedures for the selection of Directors and senior management, and selecting and reviewing the selection of Directors and senior management as well as their qualifications.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise three (3) Directors, of whom two (2) shall be independent non-executive Directors.

Article 4 Members of the Nomination Committee shall be nominated by Chairman of the Board, more than half of the independent non-executive Directors or one-third of all Directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have a chairman (convener) who shall be an independent non-executive Director and be responsible for leading the work of the committee. The chairman of the committee shall be elected from the members, subject to the approval of the Board.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. A member of the Nomination Committee may serve consecutive terms if re-elected upon the expiration of his term. If any member resigns from the position of Director during his term of office, he shall automatically lose the position of committee members, the vacancy shall be filled by the committee in accordance with provisions of Articles 3 to 5 above.

CHAPTER 3 FUNCTIONS AND POWERS

Article 7 The main functions and power of the Nomination Committee:

- (1) to submit proposals to the Board regarding its scale and constitution according to the Company's business activities, assets scale and shareholding structure;
- (2) to study the standards and procedures for selecting Directors and management and submit proposals to the Board;
- (3) to select qualified candidates for the Directors and senior management;
- (4) to examine and make recommendations on the candidates for the Directors and senior management;
- (5) to make recommendations on the nomination, appointment and dismissal of Directors to the Board with regard to the skills, knowledge, experience, background, gender and other qualities required for the Directors to perform their duties under the Board, as well as to strike a balance on the Board diversity in order to improve its efficiency and ensure the benefits to be derived from the Board diversity;
- (6) to make recommendations on the appointment and dismissal of the senior management to the Board;
- (7) to review and amend the Board diversity policy on a regular basis and make relevant disclosure in the corporate governance report in the annual report;
- (8) to review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy;
- (9) to identify individuals suitably qualified to become Board members and make recommendations to the Board;
- (10) to assess the independence of independent non-executive Directors;
- (11) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive; and
- (12) other matters required by the laws, regulations, CSRC, the Listing Rules and the Articles of Association, and authorized by the Board.

If recommendations of the Nomination Committee are not adopted or fully adopted by the Board, the opinion of the Nomination Committee and the specific reasons thereof shall be recorded in the resolutions of the Board and disclosed accordingly.

Article 8 The Nomination Committee shall be accountable to the Board. The Committee shall submit proposals to the Board for examination and decision. Without sufficient reasons or reliable evidence, the controlling shareholders shall fully respect the proposals made by the Nomination Committee, and shall not propose an alternate candidates for Directors or senior management.

CHAPTER 4 PROCEDURES OF DECISION MAKING

Article 9 The Nomination Committee shall formulate selection requirements, procedures and term of office of Directors and senior management of the Company based on relevant laws, regulations and the Articles of Association as well as the actual conditions of the Company, and shall formulate resolutions to be submitted to the Board for approval and implementation.

Article 10 The selection process of Directors and senior management:

- (1) The Nomination Committee shall actively communicate with relevant departments of the Company and study the Company's demand for new Directors and senior management, and formulate written materials;
- (2) The Nomination Committee may search extensively for candidates of Directors and senior management from the Company, its holding (associate) enterprises and the human resource market;
- (3) Gather information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts of the candidates and present such information in writing;
- (4) Seek the nominees' consent for nomination; otherwise, such nominee is not eligible to be a candidate of Directors or senior management;
- (5) Convene a Nomination Committee meeting to review the qualifications of the candidates on the criteria for Directors and senior management;
- (6) Make suggestion to the Board regarding the candidates for Directors and new senior management and submit the relevant information to the Board prior to the election of new Directors and appointment of new senior management;
- (7) Complete other follow-up work according to the decision and feedback from the Board.

CHAPTER 5 ORDER OF PROCEEDINGS

Article 11 Committee members shall be given not less than five days' prior notice before the convening of a Nomination Committee meeting. Meetings shall be chaired by the chairman of the committee. If the chairman cannot attend the meeting, he may appoint another member (independent non-executive Director) to chair the meeting.

Article 12 Meetings of the Nomination Committee shall be convened only with the presence of more than two thirds of the members. Each member has one vote. A resolution shall be decided by a majority of votes.

Article 13 Nomination Committee meetings shall principally be held on site. A meeting may be convened by way of video conferencing, telephone, or other means in accordance with the procedures if necessary, provided that all attending members can fully communicate and express their opinions.

Article 14 Directors, supervisors and other senior management of the Company may be invited to attend meetings of the Nomination Committee if necessary.

Article 15 If necessary, the Nomination Committee may engage an intermediary institution to provide professional opinions on its decision at the costs of the Company.

Article 16 The procedures for convening a meeting, the method of voting and the resolutions passed at the meetings of the Nomination Committee shall comply with the provisions of governing laws, regulations, Articles of Association and the Rules.

Article 17 The Nomination Committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings that shall be kept by the secretary to the Board of the Company.

Article 18 Proposals passed and voting results at meetings of the Nomination Committee shall be reported in writing to the Board of the Company.

Article 19 Members present at meetings shall keep all matters discussed in such meetings confidential, and shall not disclose relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY ARTICLES

Article 20 The Rules shall be put on trial implementation on the date when the relevant resolution is passed by the Board.

Article 21 Any matters not covered by the Rules shall be implemented in accordance with the provisions of governing national laws and regulations, the Listing Rules and the Articles of Association of the Company. If the Rules contravene any future laws and regulations, the Listing Rules or the amended Articles of Association of the Company, implementation shall be in accordance with the provisions of the relevant laws and regulations of China and the Articles of Association of the Company, and the rules shall be amended promptly and reported to the Board for examination and approval.

Article 22 The power of interpretation of the Rules is vested in the Board of the Company.

Board of Directors of Shandong Chenming Paper Holdings Limited
March 28, 2024