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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 in respect of Resolutions of the 26th Extraordinary Meeting of the Eighth Session of the Board of Directors” dated 22 June 2018 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
22 June 2018

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Li Feng and Mr. Geng Guanglin; the non-executive Directors are Ms. Yang Guihua and Ms. Zhang Hong and the independent non-executive Directors are Ms. Pan Ailing, Ms. Wang Fengrong, Mr. Huang Lei and Ms. Liang Fu.

* *For identification purposes only*

Stock abbreviation:
Chenming Paper Chenming B

Stock code:
000488 200488

Announcement No.:
2018-080

Shandong Chenming Paper Holdings Limited
Announcement in respect of Resolutions of the 26th Extraordinary
Meeting of the Eighth Session of the Board of Directors

The Company and all members of the board of directors (the “Board”) hereby warrant the truthfulness, accuracy and completeness of the contents of information disclosure which do not contain any false information, misleading statements or material omissions.

The notice of the 26th extraordinary meeting of the eighth session of the Board of Shandong Chenming Paper Holdings Limited (the “Company”) was despatched to all directors in writing and by post on 16 June 2018, and the said meeting was held by means of communication on 22 June 2018. 11 directors were entitled to be present at the meeting and 11 directors attended the meeting. The meeting was convened in compliance with the relevant PRC laws and regulations and the Articles of Association of the Company.

The following resolutions of this Board meeting were considered and approved unanimously by the Directors present at the meeting:

I. The resolution on the election of vice chairman of the Company was considered and approved

According to relevant rules under the Companies Law, the Article of Association of the Company and the Rules of Procedures for Board Meetings, it is proposed to elect Mr. Hu Changqing as the vice chairman of the eighth session of the Board (biography as attached) to hold office until the expiry of the term of the current session of the Board.

The voting result of this resolution: votes for: 11; votes against: 0; votes abstained: 0.

II. The resolution on the introduction of new ordinary transactions for 2018 was considered and approved

In order to secure the energy supply for the production of the Company and its subsidiaries, and reduce the overall energy procurement expenses of the Company, the Company will enter into ordinary transactions with the connected parties, Jiangxi Chenming Natural Gas Co., Ltd. and its subsidiaries. The expected transaction cap for 2018 will be RMB350 million, which will be expired at the 2018 annual general meeting.

Mr. Chen Gang, the connected director, had abstained from voting in accordance with relevant regulation.

For details, please refer to the related announcements disclosed on the website of CNINFO (www.cninfo.com.cn) and the Hong Kong Stock Exchange (www.hkex.com.hk) on the same date.

The voting result of this resolution: votes for: 10; votes against: 0; votes abstained: 0.

III. The resolution on the disposal of 40% equity interests in Wanxing Real Estate by Wuhan Chenming was considered and approved

In order to integrate resources of the Company, focus on major business operations and enhance efficiency, Wuhan Chenming Hanyang Paper Holdings Co., Ltd., a controlling subsidiary of the Company, intends to dispose its 40% equity interests in Wuhan Chenming Wanxing Real Estate Co., Ltd. (“Wanxing Real Estate”) at a disposal price which will be determined based on the valuation conducted by a qualified intermediary. The disposal shall be conducted through public tender at an equity exchange upon consideration and approval by the Board of the Company.

For details, please refer to the related announcements disclosed on the website of CNINFO (www.cninfo.com.cn) and the Hong Kong Stock Exchange (www.hkex.com.hk) on the same date.

The voting result of this resolution: votes for: 11; votes against: 0; votes abstained: 0.

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited
22 June 2018

Attachment: Biography of the Vice Chairman

Mr. Hu Changqing, aged 52, a Chinese citizen and a member of the Communist Party of the PRC without the right of permanent residence abroad, joined the Company in 1988 and had held various positions such as the chief of the technological reform department, chief officer of branch factory, deputy general manager and director of the Company. He is currently the director of Chenming Holdings Company Limited, as well as the director and the deputy general manager of the Shandong Chenming Paper Holdings Limited in charge of the Huanggang Chenming Pulp and Paper project.

Mr. Hu Changqing currently holds 1,238 A shares of the Company, and concurrently serves as the director of Chenming Holdings Company Limited, the controlling shareholder of the Company. He has no related party relationship with other directors and supervisors to be employed by the Company, and has not been reprimanded by PRC securities regulatory and management authorities and other related departments or disciplined by any stock exchanges. He complies with the conditions serving as a director under the relevant laws, regulations and rules including the Companies Law. There are no circumstances such as to require that “where the dishonest person subject to enforcement is a natural person, he or she may not serve as a legal representative, director, supervisor or senior management member” as required by the Memorandum of Collaboration to “Build up Honesty and Punish Dishonesty” jointly issued by eight ministries and commissions in 2014.