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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 “Announcement in respect of Resolutions of the Twelfth Meeting of the Eighth Session of the Board of Directors” dated 29 March 2019 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
29 March 2019

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Li Feng, Mr. Geng Guanglin, Mr. Hu Changqing and Mr. Chen Gang; 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.:
2019-020

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

The Company and all members of the board of directors (the “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 twelfth meeting of the eighth session of the Board of Shandong Chenming Paper Holdings Limited (the “Company”) was dispatched to all Directors in writing and by post on 18 March 2019, and the said meeting was held on site at Pujiang International Financial Plaza in Shanghai on 29 March 2019. 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 passed unanimously by the Directors present at the meeting:

I. The report of the Board of the Company for the year 2018 was considered and approved

For details of the report of the Board of the Company for the year 2018, 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 report shall be submitted to the 2018 annual general meeting (the “2018 AGM”) of the Company for consideration and approval.

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

II. The report of the general manager of the Company for the year 2018 was considered and approved

For details of the report of the general manager of the Company for the year 2018, 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.

III. The report of independent Directors of the Company for the year 2018 was considered and approved

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 report shall be submitted to the 2018 AGM of the Company for consideration and approval.

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

IV. The Company's internal control self-assessment report for 2018 was considered and approved

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.

V. The 2018 financial report of the Company was considered and approved

The report shall be submitted to the 2018 AGM of the Company for consideration and approval.

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

VI. The full text of the 2018 annual report and its summary was considered and approved

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 report shall be submitted to the 2018 AGM of the Company for consideration and approval.

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

VII. The profit appropriation proposal of the Company for the year 2018 was considered and approved

The audited consolidated net profit attributable to shareholders of the Company for 2018 prepared in accordance with Accounting Standards for Business Enterprises by the Company amounted to RMB2,509,828,858.47. When deducting the interest for perpetual bonds of RMB347,140,000 and the fixed dividend of preference shares of RMB214,425,000.00 for 2018, the remaining distributable profit realised for 2018 amounted to RMB1,948,263,858.47.

Based on the operating condition of the Company in 2018, it will proactively reward shareholders and share the operating results of the Company development with all shareholders. The profit appropriation proposal of the Company for 2018 is as follows:

Based on the total ordinary share capital of 2,904,608,200 shares as at the end of 2018 and the 1,162,790,698 simulated ordinary shares converted from the preference shares using a conversion ratio of 1 share valued at RMB3.87 as at the end of 2018, a cash dividend of RMB2.4 (tax inclusive) per ten shares will be distributed to ordinary shareholders, a cash dividend of RMB2.4 (tax inclusive) per ten simulated ordinary shares converted from the preference shares will be distributed to holders of preference shares. No capitalisation issue will be made out of the capital reserves and no bonus share (tax inclusive) will be issued. A cash dividend of RMB697,105,968 will be distributed to ordinary shareholders and a variable cash dividend of RMB279,069,767.52 will be distributed to holders of preference shares. In other words, a cash dividend of RMB6.20 (tax inclusive) per preference share with a nominal value of RMB100 each will be distributed to holders of preference shares.

The proposal shall be submitted to the 2018 AGM for consideration and approval. The cash bonus will be paid to shareholders of the Company within 2 months after the distribution is considered and approved by the general meeting.

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

VIII. Resolution in relation to the 2018 annual remuneration scheme of the Directors, supervisors and the senior management was considered and approved

For the details of the remunerations of the Directors, supervisors and the senior management of the Company in 2018, please refer to the full text of the 2018 annual report.

The resolution shall be submitted to the 2018 AGM of the Company for consideration and approval.

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

IX. Appointment of the auditor for 2019 was considered and approved

As recommended by the Audit Committee, the Board agreed to appoint Ruihua Certified Public Accountants (Special General Partnership) as the auditor for the financial audit and internal control audit of the Company for 2019. The fees of the two audits amounted to RMB3.30 million in aggregate, of which fees for financial audit and internal control audit amounted to RMB2.50 million and RMB0.80 million, respectively.

The resolution shall be submitted to the 2018 AGM of the Company for consideration and approval.

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.

X. Issue of super and short-term commercial papers was considered and approved

In consideration of expected economic development in the future and in order to further expand its financing channels, maintain diversified financing means, and secure capital safety, the Company intends to issue super and short-term commercial papers (“Super & Short-term Commercial Paper”) of not more than RMB10.0 billion (inclusive) registered under the National Association of Financial Market Institutional Investors. Such Super & Short-term Commercial Paper is not subject to any guarantee. Particulars are as follows:

1. Size

At par value of not more than RMB10.0 billion (inclusive) in aggregate.

2. Issue target

Super & Short-term Commercial Paper will be issued publicly in the inter-bank market in China.

3. Maturity

It is proposed at the general meeting that the Board be authorised to determine the specific maturity of Super & Short-term Commercial Paper and the offer size of each maturity type by reference to the prevailing market conditions and the Company's demand for capital before the issue. Details will be disclosed in the prospectus of Super & Short-term Commercial Paper.

4. Interest rate

The coupon rate will be determined by reference to the prevailing market conditions by the Company and the lead underwriter.

5. Use of proceeds

The proceeds from the issue of Super & Short-term Commercial Paper will be used for prepayment of issued bonds, replacement of bank borrowings, optimisation of debt structure or replenishment of working capital.

6. Term of validity of the resolution

Term of validity of the resolution of the issue of Super & Short-term Commercial Paper will be 24 months from the date of the approval of such resolution at the general meeting.

7. Authorisation in relation to the Super & Short-term Commercial Paper issue

To ensure that Super & Short-term Commercial Paper is issued in an orderly and efficient manner, the Board proposes to the general meeting to approve the authorisation of the management of the Company by the Board to deal with matters relating to the Super & Short-term Commercial Paper issue under the issue proposal mentioned above, including but not limited to: (1) formulation of the detailed issue proposal relating to this Super & Short-term Commercial Paper issue and amendments and adjustments of the terms thereof, including but not limited to matters relating to reporting and issue of corporate bonds such as the timing, the size, the number of tranches, the maturity, the coupon rates and the basis for determination thereof in so far as permitted by the laws and regulations in accordance with the circumstances of the Company and the market; (2) selecting underwriter for Super & Short-term Commercial Paper, entering into an underwriting agreement of Super & Short-term Commercial Paper, and formulating rules for bondholder meetings; (3) execution of any related contract, agreement and document, including but not limited to application documents, underwriting agreements and announcements of various kinds; (4) dealing with necessary matters, including but not limited to registration; (5) at least the

following measures are to be taken when it is expected that the Company is likely or unable to repay the principal and the interest thereof when they are due: suspension of profit distribution to the shareholders; suspension of the capital expenditure projects such as substantial external investments and acquisitions and mergers; reduction or suspension of the payment of the fees and bonus of the directors and the senior management; and no re-designation of the key responsible persons; (6) dealing with all other necessary matters relating to the Super & Short-term Commercial Paper issue; and (7) the term of the authorisation will be effective from the date of the resolution relating to the Super & Short-term Commercial Paper issue as approved at the general meeting to the date of the lapse on validity of the resolution of the general meeting relating to the Super & Short-term Commercial Paper issue or completion of the above matters under the authorisation.

The resolution shall be submitted to the 2018 AGM of the Company as a special resolution for consideration and approval. Upon approval at the general meeting, the issue of the Super & Short-term Commercial Paper is still subject the registration and approval at the National Association of Financial Market Institutional Investors.

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

XI. Issue of medium-term notes was considered and approved

In consideration of expected economic development in the future and in order to further expand its financing channels, improve liability structure, and enhance operating efficiency, the Company intends to issue medium-term notes of not more than RMB6.0 billion publicly in the inter-bank market of China. Such medium-term notes are not subject to any guarantee. Particulars are as follows:

1. Size

At par value of not more than RMB6.0 billion (inclusive) in aggregate.

2. Term

Not more than five years (inclusive).

3. Coupon rate

The coupon rate will be determined based on availability of capital in the market.

4. Issue target

Institutional investors in the inter-bank market of China.

5. Use of proceeds

The proceeds from the issue of medium-term notes will be used for replacement of bank borrowings, optimisation of debt structure or replenishment of working capital.

6. Term of validity of the resolution

Term of validity of the resolution of the issue of medium-term notes will be 24 months from the date of the approval of such resolution at the general meeting.

7. Authorisation in relation to the medium-term note issue

To ensure that the medium-term notes are issued in an orderly and efficient manner, the Board proposes to approve the authorisation to the management of the Company by the Board to deal with matters relating to the medium-term note issue under the issue proposal mentioned above at the general meeting, including but not limited to: (1) formulation of the detailed issue proposal relating to this medium-term note issue and amendments and adjustments of the terms thereof, including but not limited to matters relating to reporting and issue thereof such as the timing, the size, the number of tranches, the coupon rates or the basis for determination thereof in so far as permitted by the laws and regulations in accordance with the circumstances of the Company and the market; (2) engaging intermediaries for the reporting of matters in relation to the issue thereof; (3) executing any related contract, agreement and document, including but not limited to application documents, underwriting agreements and announcements of various kinds; (4) dealing with necessary procedures, including but not limited to registration; (5) at least the following measures are to be taken when it is expected that the Company is likely or unable to repay the principal and the interest thereof when they are due: suspension of profit distribution to the shareholders; suspension of the capital expenditure projects such as substantial external investments and acquisitions and mergers; reduction or suspension of the payment of the fees and bonus of the directors and the senior management; and no re-designation of the key responsible persons; (6) dealing with all other necessary matters relating to the medium-term note issue; and (7) the term of the authorisation will be effective from the date of the resolution relating to the medium-term note issue and this resolution as approved at the general meeting to the date of the lapse of validity of the resolution of the general meeting relating to the medium-term note issue or completion of the above matters under the authorisation.

The resolution shall be submitted to the 2018 AGM of the Company as a special resolution for consideration and approval. Upon approval at the general meeting, the issue of the medium-term notes is still subject the approval by the National Association of Financial Market Institutional Investors.

Prior to the approval of this resolution at the general meeting, the Company will conduct preparation and undergo relevant procedures regarding the issue of medium-term notes in accordance with relevant rules. The issue of medium-term notes is subject the registration at the National Association of Financial Market Institutional Investors.

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

XII. Issue of short-term commercial papers was considered and approved

In consideration of expected economic development in the future and in order to further expand its financing channels, maintain the proportion of direct and indirect financing at a certain level, and secure capital safety, the Company intends to issue short-term commercial papers of not more than RMB3.0 billion (inclusive) publicly in the inter-bank market of China. Such short-term commercial papers are not subject to any guarantee. Particulars are as follows:

1. Size

At par value of not more than RMB3.0 billion (inclusive) in aggregate.

2. Term

One year.

3. Interest rate

The coupon rate will be determined based on availability of capital in the market.

4. Issue target

Institutional investors in the inter-bank market of China.

5. Use of proceeds

The proceeds from the issue of short-term commercial papers will be used for replacement of bank borrowings, optimisation of debt structure or replenishment of working capital.

6. Term of validity of the resolution

Term of validity of the resolution of the issue of short-term commercial papers will be 24 months from the date of the approval of such resolution at the general meeting.

7. Authorisation in relation to the short-term commercial paper issue

To ensure that short-term commercial papers are issued in an orderly and efficient manner, the Board proposes to the general meeting to approve the authorisation of the management of the Company by the Board to deal with matters relating to the short-term commercial paper issue under the issue proposal mentioned above, including but not limited to: (1) formulation of the detailed issue proposal relating to this short-term commercial paper issue and amendments and adjustments of the terms thereof, including but not limited to matters relating to reporting and issue of corporate bonds such as the timing, the size, the number of tranches, the maturity, the coupon rates and the basis for determination thereof in so far as permitted by the laws and regulations in accordance with the circumstances of the Company and the market; (2) engaging intermediaries for the reporting of matters in relation to the issue thereof; (3) execution of any related contract, agreement and document, including but not limited to application documents, underwriting agreements and announcements of various kinds; (4) dealing with necessary matters, including but not limited to registration; (5) at least the following measures are to be taken when it is expected that the Company is likely or unable to repay the principal and the interest thereof when they are due: suspension of profit distribution to the shareholders; suspension of the capital expenditure projects such as substantial external investments and acquisitions and mergers; reduction or suspension of the payment of the fees and bonus of the directors and the senior management; and no re-designation of the key responsible persons; (6) dealing with all other necessary matters relating to the short-term commercial paper issue; and (7) the term of the authorisation will be effective from the date of the resolution relating to the short-term commercial paper issue as approved at the general meeting to the date of the lapse on validity of the resolution of the general meeting relating to the short-term commercial paper issue or completion of the above matters under the authorisation.

The resolution shall be submitted to the 2018 AGM of the Company for consideration and approval. Upon approval at the general meeting, the issue of the short-term commercial papers is still subject the approval by the National Association of Financial Market Institutional Investors.

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

XIII. The commencement of financial leasing business was considered and approved

In order to further expand its financing channels, fulfil the capital requirements on production and operation, and improve its liability structure, the Company intends to commence financial leasing business through Hebei Financial Leasing Co., Ltd. by utilising some of the papermaking machines of relevant production lines. The financing amount shall not exceed RMB400 million (inclusive), with a term of not more than 3 years (inclusive).

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.

XIV. The application for annual general facilities from financial institutions by the Company was considered and approved

In order to ensure the smooth project construction and the needs for normal production and operations, and enhance its financing capability, the Company intends to apply for general credit facilities of RMB136.0 billion from various banks. The banking facilities will be valid until the date on which the next annual general meeting considers and approves the proposal for application for general banking facilities.

During the above period of credit facilities and within such credit limit, the Company no longer issues Board resolutions and resolutions of general meetings on the single transactions handled by the above banks. The Board authorised the senior management of the Company to undertake the specific procedures of application for the general banking facilities and execution of the agreement.

The resolution shall be submitted to the 2018 AGM of the Company for consideration and approval.

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

XV. Resolution in relation to the provision of guarantees for the general banking facilities of relevant subsidiaries by the Company was considered and approved

To ensure smooth project construction, normal production and operation of relevant subsidiaries of the Company, the Company intends to provide guarantees for the general facilities applied by relevant subsidiaries. The aggregate guarantees amounts will be RMB40.6 billion.

The Board authorised the management of the Company to undertake the related procedures of provision of guarantees for the general facilities to relevant subsidiaries.

The resolution shall be submitted to the 2018 AGM of the Company for consideration and approval.

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.

XVI. The report on deposit and utilisation of proceeds raised was considered and approved

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.

XVII Resolution in relation to accounting errors correction and retrospective adjustment was considered and approved

Interest income arising from some of the non-compliance financial leasing operations of Shandong Chenming Financial Leasing Co., Ltd., a subsidiary of the Company, cannot be recognised as operating revenue of the Company in accordance with Accounting Standards for Business Enterprises No. 13 — Revenue. Such interest income shall be accounted for financial expense — interest income. The adjusted amount for 2015, 2016 and 2017 was RMB49.2626 million, RMB340.1958 million and RMB379.2903 million, respectively. The aforesaid non-compliance financial leasing operations had fully settled.

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.

XVIII. The general mandate to issue new shares was considered and approved

In accordance with relevant laws and regulations of the PRC, Hong Kong Listing Rules and the Articles of Association, it is proposed at the general meeting that the Board be authorised, and be approved to delegate the authority to the Chairman to allot, issue and/or deal in additional A shares and/or B shares and/or H shares and/or preference shares and to make, grant or enter into offers, agreements, options, and other rights (including but not limited to restoration of voting rights of preference shares) for such A shares, B shares, H shares and/or preference shares under the general mandate and in accordance with its terms upon the approval of this resolution at the general meeting. The number of A shares, B shares and H shares involved shall not exceed 20% of the aggregate number of each of the A shares, B shares and H shares and/or preference shares as at the date of approval of this general mandate of the Company.

The resolution shall be submitted to the 2018 AGM of the Company as a special resolution for consideration and approval.

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

XIX. Convening of the 2018 AGM was considered and approved

The Board of the Company decided to convene the 2018 AGM 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
29 March 2019