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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.

The Company published the “Announcement on Resolutions of the First Extraordinary Meeting of the Ninth Session of the Board” dated 19 July 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
19 July 2019

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

Stock code : 000488 200488 Stock name : Chenpming Paper Chenming B
Announcement No.: 2019-069

SHANDONG CHENMING PAPER HOLDINGS LIMITED*

Announcement on Resolutions of the First Extraordinary Meeting of the Ninth Session of the Board

The Company and all members of its board (the “Board”) of directors (the “Directors” and each a “Director”) 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.

Notice of the first extraordinary meeting of the ninth session of the Board of Shandong Chenming Paper Holdings Limited (the “Company”) was despatched to all Directors in written and by post on 13 July 2019, and the said meeting was held on 19 July 2019 by means of communication. 9 Directors were entitled to be present at the meeting and 9 Directors attended the meeting. This meeting of the Board was convened in compliance with the relevant PRC laws and regulations and the Articles of Association.

The following resolutions were considered and passed unanimously by the Directors present at the meeting:

I. The resolution in relation to the amendments to the Procedural Rules for the General Meeting was considered and approved

The substance of the Procedural Rules for the General Meeting is stipulated in the Articles of Association, and the Company is hereby making amendments to relevant rules of the Procedural Rules for the General Meeting in accordance with relevant articles under the Articles of Association. (Please see Annex I for the amendments)

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

The resolution shall be submitted to the 2019 first extraordinary general meeting as an ordinary resolution for consideration and approval.

II. The resolution in relation to the determination of remuneration of external Directors and Shareholders’ representative Supervisors was considered and

approved

In accordance with the business scale of the Company, and among other things, the job duties of external Directors and shareholders' representative supervisors, the remuneration of the external Directors of the ninth session of the Board and shareholders' representative supervisors have been set at an annual amount of RMB200,000 and RMB100,000 per person (taxes included), respectively, which will be distributed on a monthly basis. The amounts were arrived at after considering the general market rate and upon consideration by the Remuneration and Appraisal Committee of the Board.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

The resolution shall be submitted to the 2019 first extraordinary general meeting as an ordinary resolution for consideration and approval.

III. The resolution in relation to the ordinary business dealings with a subsidiary and the related party transactions thereto was considered and approved

In order to meet the production needs of the Shouguang Meilun Chemical Pulp Project and the Huanggang Chenming Chemical Pulp Project at subsequent stages, and to secure the supply of raw materials and production energy for the Company and its subsidiaries, while reducing the overall energy procurement cost of the Company, the Company will procure fuels such as natural gas, fuel oil and diesel from Jiangxi Chenming Natural Gas Co., Ltd., a related party, and its subsidiary, with an estimated transaction cap of RMB600,000,000 for 2019.

Type of related party transaction	Related party	Details of the related party transaction	Pricing principle	Transaction cap for 2019 (RMB'0,000)
Procurement of fuel and energy from related party	Jiangxi Chenming Natural Gas Co., Ltd. and its subsidiaries	Procurement of natural gas, fuel oil and diesel etc.	Market price	60,000.00

Mr. Chen Hongguo and Mr. Chen Gang, the related party Directors, have abstained from voting on this resolution 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 website of the Hong Kong Stock Exchange (www.hkex.com.hk) on the same date.

The voting result of this resolution: votes for: 7; votes against: 0; votes abstained: 0.

IV. The resolution in relation to the acceptance of financial subsidy and the related party transactions thereto was considered and approved

In order to support the development of major operations of the Company, Chenming Holdings Limited (“Chenming Holdings”), the largest shareholder of the Company, proposes to provide financial subsidy of not more than RMB1 billion (inclusive) to the Company. Interest for the financial subsidy shall be calculated at market rate, with a term of not more than one year (subject to actual condition). Chenming Holdings can provide financial subsidy in tranches based on the actual condition. The Company does not have to provide any form of guarantee, such as guarantee, security and pledge, to obtain financial subsidy.

Mr. Chen Hongguo and Mr. Hu Changqing, the related party Directors, have abstained from voting on this resolution in accordance with relevant rules.

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

The voting result of this resolution: votes for: 7; votes against: 0; votes abstained: 0.

The resolution shall be submitted to the 2019 first extraordinary general meeting as an ordinary resolution for consideration and approval.

V. Resolution on the convene of 2019 first extraordinary general meeting was considered and approved

The Board of the Company agreed to convene the 2019 first extraordinary general meeting.

For details, please refer to the related announcements disclosed on the website of

CNINFO (www.cninfo.com.cn), and the website of the Hong Kong Stock Exchange (www.hkex.com.hk) on the same date.

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited

19 July 2019

Annex I: Comparison Chart on the Amendments to the Procedural Rules of the General Meeting

Original Article	Amended Article
<p>Article 3 The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:</p> <p style="text-align: center;">.....</p> <p>(19) other matters required by laws, administrative regulations and the Articles of Association to be resolved by the general meeting.</p>	<p>Article 3 The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:</p> <p style="text-align: center;">.....</p> <p>(19) to determine or authorise the Board to determine on matters relating to the issued preference shares of the Company, including, without limitation, repurchase and dividend payment; and</p> <p>(20) other matters required by laws, administrative regulations and the Articles of Association to be resolved by the shareholders' general meeting.</p>
<p>Article 4 The following provisions of guarantees to third parties by the Company are subject to the review and approval of the general meeting:</p> <p>(1) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any guarantee provided after the total amount of guarantee to third parties provided by the Company has reached or exceeded 30% of the Company's latest audited total assets;</p> <p>(3) a guarantee provided to a party with an asset-liability ratio of over 70%;</p> <p>(4) a single guarantee that exceeds 10% of</p>	<p>Article 4 The following provisions of guarantees to third parties by the Company are subject to the review and approval of the general meeting upon the review and approval of the Board:</p> <p>(1) a single guarantee that exceeds 10% of the Company's latest audited net assets;</p> <p>(2) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;</p> <p>(3) a guarantee provided to a party with an asset-liability ratio of over 70%;</p> <p>(4) a guarantee amount within 12 consecutive months has exceeded 30% of the Company's latest audited total</p>

<p>the Company's latest audited net assets; and</p> <p>(5) the guarantee to be provided in favour of shareholders, beneficial controllers and their related parties.</p> <p>The controlling shareholder, beneficial controller and other affiliates shall not compel the Company to provide guarantees for others.</p>	<p>assets;</p> <p>(5) a guarantee amount within 12 consecutive months has exceeded 50% of the Company's latest audited net assets and with an absolute amount exceeding RMB50 million;</p> <p>(6) the guarantee to be provided in favour of shareholders, beneficial controllers and their related parties; and</p> <p>(7) other guarantees stipulated in the relevant laws and regulations, and the Articles of Association.</p> <p>When a guarantee is reviewed by the Board, it shall be reviewed and approved by more than two-thirds of the Directors present at the Board meeting. When a guarantee mentioned in clause (4) above is reviewed at the shareholders' general meeting, it shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.</p> <p>When a proposal on providing guarantee for any shareholder, beneficial controller and its related parties is being reviewed at the shareholders' general meeting, the said shareholder or the shareholders controlled by the said beneficial controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by a simple majority of the voting rights of the other shareholders attending the meeting.</p> <p>The controlling shareholder, beneficial controller and other affiliates shall not compel the Company to provide guarantees for others.</p>
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<p>Article 35 Minutes of shareholders' general meetings shall be compiled by the Secretary to the Board. The minutes shall contain:</p> <p>(1) numbers of shareholders and proxies present at the meeting, number of shares with voting rights held by them and its percentage in the aggregate shares of the Company;</p> <p>(2) the date and place of the meeting;</p> <p>(3) the name of the chairman of the meeting, and Directors, Supervisors, managers and other senior management of the Company present or in attendance at the meeting;</p> <p>(4) the agenda of the meeting;</p> <p>(5) the key points of every speaker to every matter examined;</p> <p>(6) the result of voting on each matter;</p> <p>(7) the inquiry opinions and suggestions of shareholders, the replies or explanations of the Board and Supervisory Committee;</p> <p>(8) the names of lawyers, counting officers and scrutinisers; and</p> <p>(9) other matters that the general meeting deems and the Articles of Association prescribes to be included in the minutes of meetings.</p>	<p>Article 35 Minutes of shareholders' general meetings shall be compiled by the Secretary to the Board. The minutes shall contain:</p> <p>(1) numbers of shareholders and proxies present at the meeting, number of shares with voting rights held by them and its percentage in the aggregate shares of the Company;</p> <p>(2) the date, place and agenda of the meeting, and the name of convener;</p> <p>(3) the name of the chairman of the meeting, and Directors, Supervisors, managers and other senior management of the Company present or in attendance at the meeting;</p> <p>(4) the review process, key points of the speech, voting results of each proposal;</p> <p>(5) the inquiry opinions and suggestions of shareholders, the replies or explanations of the Board and Supervisory Committee;</p> <p>(6) the names of lawyers, counting officers and scrutinisers; and</p> <p>(7) other matters that the general meeting deems and the Articles of Association prescribes to be included in the minutes of meetings.</p>
<p>Article 40 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>.....</p>	<p>Article 40 The following matters shall be resolved by a special resolution at a general meeting:</p> <p>.....</p>

<p>(9) any other matters considered by the general meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution.</p>	<p>(9) determine or authorise the Board to determine on matters relating to the issued preference shares of the Company, including, without limitation, repurchase and dividend payment; and</p> <p>(10) any other matters considered by the general meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution.</p>
<p>Article 44 The Company shall provide convenience for shareholders to attend general meeting by whatever means including the use of modern information technology such as online voting platform, provided that the general meeting is held legally and effectively.</p>	<p>Article 44 The Company shall provide convenience for shareholders to attend general meeting by the use of modern information technology such as online voting platform, provided that the general meeting is held legally and effectively.</p>
<p>Article 53 Shareholders present at the general meeting shall present one of the following views during the voting of a resolution: consent, objection or abstention.</p> <p>A voting ticket that is incomplete, wrongly completed, illegible, or not yet cast, will be deemed waiver of voting rights. The votes represented by his shares will be treated as “abstention”.</p>	<p>Article 53 Shareholders present at the general meeting shall present one of the following views during the voting of a resolution: consent, objection or abstention, except for the declaration by securities registration and clearing institution as the nominal holder of stock connect mechanism between PRC and Hong Kong stock markets, based on the actual holders’ intentions.</p> <p>A voting ticket that is incomplete, wrongly completed, illegible, or not yet cast, will be deemed waiver of voting rights. The votes represented by his shares will be treated as “abstention”.</p>