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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)

**POLL RESULTS ANNOUNCEMENT OF THE 2019
SECOND EXTRAORDINARY GENERAL MEETING**

Shandong Chenming Paper Holdings Limited* (the “Company”) and all members of its 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.

I. IMPORTANT NOTICE

The notice of the 2019 second extraordinary general meeting of Shandong Chenming Paper Holdings Limited (hereinafter referred to as the “General Meeting”) was published on China Securities Journal, Shanghai Securities News, Securities Times, Securities Daily, Hong Kong Commercial Daily and the website of CNINFO (<http://www.cninfo.com.cn>) on 7 September 2019, 17 September 2019 and 8 October 2019 and published on the website of Hong Kong Stock Exchange (<http://www.hkex.com.hk>) on 9 September 2019 and 17 September 2019.

There was neither objection to the proposed resolutions of the General Meeting, nor change to the resolutions of the previous general meetings at the General Meeting.

II. CONVENING OF THE MEETING

1. Time for convening the meeting:

(1) Time for convening the physical meeting: 14:30 on 23 October 2019.

(2) Online voting session:

Through trading systems: 9:30 – 11:30 and 13:00 – 15:00 on 23 October 2019

Through the internet: 15:00 on 22 October 2019 – 15:00 on 23 October 2019

2. Venue for convening the physical meeting: Conference room of the research and development centre of the Company, No. 2199 Nongsheng Road East, Shouguang City, Shandong Province
3. Convened by: The Board of the Company
4. Voting method of the meeting: Voting at the physical meeting or online
5. Chairman of the physical meeting: Mr. Hu Changqing, the Vice Chairman
6. Convening of the meeting complied with the relevant requirements of the relevant laws and regulations such as the Company Law, the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange and Procedural Rules for Shareholders' Meetings of Listed Companies, and the Articles of Association.

III. ATTENDANCE OF THE MEETING

Overall attendance of the meeting:

The total number of the shares entitling the holders thereof to attend and vote at the General Meeting was 2,904,608,200 shares. A total of 72 shareholders (proxies) holding 928,411,748 shares, representing 31.9634% of the total number of the shares of the Company carrying voting rights, were present at this meeting. There were 65 shareholders (proxies) of domestic listed shares present at the General Meeting (other than directors, supervisors and senior management of the Company and shareholders individually or jointly holding 5% or more of the shares of the Company), representing 126,846,426 shares or 4.3671% of the total number of the shares of the Company carrying voting rights at the meeting.

- (1) 51 shareholders (proxies), representing 856,862,066 shares or 29.5001% of the total number of the shares of the Company carrying voting rights, were present at the physical meeting.
- (2) 21 shareholders (proxies), representing 71,549,682 shares or 2.4633% of the total number of the shares of the Company carrying voting rights, voted online.

There was no share of the Company entitling the holders to attend and vote only against the resolutions at this 2019 second extraordinary general meeting.

Of which:

1. Attendance of holders of domestic listed domestic shares (A shares) of the Company:
22 holders (proxies) of A shares, representing 453,546,327 A shares or 27.1598% of the total number of A shares of the Company carrying voting rights, were present at this meeting.

2. Attendance of holders of domestic listed foreign shares (B shares) of the Company:
48 holders (proxies) of B shares, representing 286,382,547 B shares or 40.5420% of the total number of B shares of the Company carrying voting rights, were present at this meeting.
3. Attendance of holders of overseas listed foreign shares (H shares) of the Company:
2 holders (proxy) of H shares, representing 188,482,874 H shares or 35.6769% of the total number of H shares of the Company carrying voting rights, was present at this meeting.

Some directors, supervisors and members of the senior management of the Company and the witnessing lawyers and auditors were present at this meeting.

IV. CONSIDERATION AND VOTING OF THE PROPOSED RESOLUTION

The following 2 ordinary resolutions (which were passed by shareholders representing over one half of the total number of shares carrying voting rights at the meeting) were considered and approved through voting by way of poll at the physical meeting and online voting. Please refer to “The poll results statistics of the resolutions of the 2019 Second Extraordinary General Meeting” as attached to this announcement for details of the voting, and the resolutions are as follows:

2 ORDINARY RESOLUTIONS

1. Resolution in relation to the delay in increase of shares of the Company by the controlling shareholder
2. Resolution in relation to the change of the auditor

For the resolution 1 regarding connected transaction, Chenming Holdings Company Limited and Mr. Hu Changqing, being the connected shareholders, had abstained from voting on this resolution.

The Company had appointed Ruihua Certified Public Accountants (Special General Partnership) as the scrutineer of this meeting in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

V. LEGAL OPINION ISSUED BY SOLICITORS

1. Name of law firm: King & Wood Mallesons (Beijing)
2. Name of solicitors: Shi Xin and Zhou Xue

3. Conclusive opinion: The convening of and the procedures for this general meeting of the Company were in compliance with the relevant requirements of the relevant laws such as the Company Law and the Securities Law, administrative regulations, Rules for Shareholders' General Meetings and the Articles of Association. The eligibility of the persons who attended this general meeting and the convenor of this general meeting were legal and valid. The procedures for and the results of the voting of this general meeting were legal and valid.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions of the 2019 Second Extraordinary General Meeting of Shandong Chenming Paper Holdings Limited*;
2. Legal opinion on the 2019 Second Extraordinary General Meeting of Shandong Chenming Paper Holdings Limited* issued by King & Wood Mallesons (Beijing).

By Order of the Board
SHANDONG CHENMING PAPER HOLDINGS LIMITED*
Chen Hongguo
Chairman

Shandong, China
23 October 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*

Shandong Chenming Paper Holdings Limited

The poll results statistics of the resolutions of the 2019 Second Extraordinary General Meeting

No.	Resolution	Class of shares	No. of shares carrying voting rights	For		Against		Abstain	
				No. of shares	Percentage (%) of the total number of the shares with voting rights on the resolution	No. of shares	Percentage (%) of the total number of the shares with voting rights on the resolution	No. of shares	Percentage (%) of the total number of the shares with voting rights on the resolution
I	2 ordinary resolutions								
1.00	Resolution in relation to the delay in increase of shares of the Company by the controlling shareholder	Total:	118,841,200	118,276,599	99.5249%	564,601	0.4751%	–	0.0000%
		Of which: Small and medium investors (A shares, B shares)	83,646,426	83,081,825	99.3250%	564,601	0.6750%	–	0.0000%
		Domestic listed domestic shares (A shares)	8,107,342	7,542,741	93.0359%	564,601	6.9641%	–	0.0000%
		Domestic listed foreign shares (B shares)	75,664,984	75,664,984	100.0000%	–	0.0000%	–	0.0000%
		Overseas listed foreign shares (H shares)	35,068,874	35,068,874	100.0000%	–	0.0000%	–	0.0000%
2.00	Resolution in relation to the change of the auditor	Total:	928,411,748	927,869,246	99.9416%	542,502	0.0584%	–	0.0000%
		Of which: Small and medium investors (A shares, B shares)	126,846,426	126,303,925	99.5723%	542,501	0.4277%	–	0.0000%
		Domestic listed domestic shares (A shares)	453,546,327	453,003,826	99.8804%	542,501	0.1196%	–	0.0000%
		Domestic listed foreign shares (B shares)	286,382,547	286,382,547	100.0000%	–	0.0000%	–	0.0000%
		Overseas listed foreign shares (H shares)	188,482,874	188,482,873	100.0000%	1	0.0000%	–	0.0000%

Note: Resolution 1 is related to connected transaction. Hence, Chenming Holdings Company Limited and Mr. Hu Changqing, being the connected shareholders, had abstain from voting on this resolution