

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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
THIRD 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 third 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 18 October 2019, 26 October 2019, 7 November 2019 and 16 November 2019 and published on the website of Hong Kong Stock Exchange (<http://www.hkex.com.hk>) on 17 October 2019, 28 October 2019, 6 November 2019 and 18 November 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: 14:00 on 3 December 2019

(2) Online voting session:

Through trading systems: 9:30 – 11:30 and 13:00 – 15:00 on 3 December 2019

Through the internet: 15:00 on 2 December 2019 – 15:00 on 3 December 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 78 shareholders (proxies) holding 921,258,074 shares, representing 31.7171% of the total number of the shares of the Company carrying voting rights, were present at this meeting. There were 73 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 121,509,893 shares or 4.1833% of the total number of the shares of the Company carrying voting rights at the meeting.

- (1) 49 shareholders (proxies), representing 855,100,740 shares or 29.4395% of the total number of the shares of the Company carrying voting rights, were present at the physical meeting.
- (2) 29 shareholders (proxies), representing 66,157,334 shares or 2.2777% 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 third extraordinary general meeting.

Of which:

1. Attendance of holders of domestic listed domestic shares (A shares) of the Company:
29 holders (proxies) of A shares, representing 453,623,809 A shares or 27.1644% 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 280,887,332 B shares or 39.7640% 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:

1 holder (proxy) of H shares, representing 186,746,933 H shares or 35.3483% 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) and 2 special resolutions (which were passed by shareholders representing over two thirds 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 Third Extraordinary General Meeting” as attached to this announcement for details of the voting, and the resolutions are as follows:

SPECIAL RESOLUTION

1. Resolution in relation to the provision of guarantee to a subsidiary of the Company

ORDINARY RESOLUTION

2. Resolution in relation to the acceptance of financial subsidy and connected transaction

SPECIAL RESOLUTION

3. Resolution in relation to the amendments to the Articles of Association

ORDINARY RESOLUTION

4. Resolution in relation to the amendments to the Rules of Procedures for General Meetings

For the resolution 2 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 Grant Thornton LLP 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 Third Extraordinary General Meeting of Shandong Chenming Paper Holdings Limited*;
2. Legal opinion on the 2019 Third 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
3 December 2019

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Hu Changqing and Mr. Li Xingchun; 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 Third 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	1 special resolution								
1.00	Resolution in relation to the provision of guarantee to a subsidiary of the Company	Total:	921,258,074	817,469,620	88.7341%	103,788,454	11.2659%	–	0.0000%
		Of which: Small and medium investors (A shares, B shares)	121,509,893	46,557,547	38.3158%	74,952,346	61.6842%	–	0.0000%
		Domestic listed domestic shares (A shares)	453,623,809	448,577,885	98.8876%	5,045,924	1.1124%	–	0.0000%
		Domestic listed foreign shares (B shares)	280,887,332	210,980,910	75.1123%	69,906,422	24.8877%	–	0.0000%
		Overseas listed foreign shares (H shares)	186,746,933	157,910,825	84.5587%	28,836,108	15.4413%	–	0.0000%
II	1 ordinary resolution								
2.00	Resolution in relation to the acceptance of financial subsidy and connected transaction	Total:	111,687,526	91,900,316	82.2834%	19,787,210	17.7166%	–	0.0000%
		Of which: Small and medium investors (A shares, B shares)	78,309,893	58,522,683	74.7322%	19,787,210	25.2678%	–	0.0000%
		Domestic listed domestic shares (A shares)	8,184,824	7,435,424	90.8440%	749,400	9.1560%	–	0.0000%
		Domestic listed foreign shares (B shares)	70,169,769	51,131,959	72.8689%	19,037,810	27.1311%	–	0.0000%
		Overseas listed foreign shares (H shares)	33,332,933	33,332,933	100.0000%	–	0.0000%	–	0.0000%

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
III	1 special resolution								
3.00	Resolution in relation to the amendments to the Articles of Association	Total:	921,258,074	879,037,160	95.4170%	42,220,914	4.5830%	–	0.0000%
		Of which: Small and medium investors (A shares, B shares)	121,509,893	81,955,164	67.4473%	39,554,729	32.5527%	–	0.0000%
		Domestic listed domestic shares (A shares)	453,623,809	451,885,176	99.6167%	1,738,633	0.3833%	–	0.0000%
		Domestic listed foreign shares (B shares)	280,887,332	243,071,236	86.5369%	37,816,096	13.4631%	–	0.0000%
		Overseas listed foreign shares (H shares)	186,746,933	184,080,748	98.5723%	2,666,185	1.4277%	–	0.0000%
IV	1 ordinary resolution								
4.00	Resolution in relation to the amendments to the Rules of Procedures for General Meetings	Total:	921,258,074	879,037,661	95.4171%	42,220,413	4.5829%	–	0.0000%
		Of which: Small and medium investors (A shares, B shares)	121,509,893	81,955,664	67.4477%	39,554,229	32.5523%	–	0.0000%
		Domestic listed domestic shares (A shares)	453,623,809	451,885,676	99.6168%	1,738,133	0.3832%	–	0.0000%
		Domestic listed foreign shares (B shares)	280,887,332	243,071,236	86.5369%	37,816,096	13.4631%	–	0.0000%
		Overseas listed foreign shares (H shares)	186,746,933	184,080,749	98.5723%	2,666,184	1.4277%	–	0.0000%

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