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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 Twenty-Second Extraordinary Meeting of the Eighth Session of the Board of Directors” dated 16 April 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
16 April 2018

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Yin Tongyuan, 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.:
2018-032

Shandong Chenming Paper Holdings Limited

Announcement in Respect of Resolutions of the Twenty-Second Extraordinary 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 twenty-second 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 10 April 2018, and the said meeting was held by means of communication on 16 April 2018. 10 Directors were entitled to be present at the meeting and 10 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 resolution on the extension of the validity period of the resolutions in respect of the non-public issue of shares of the Company at the general meeting was considered and approved

Given that the Company’s application for the non-public issue of shares is still under review and the validity period of the resolutions of the general meeting is about to expire, it is proposed to extend the validity period of the resolutions in respect of the non-public issue of shares at the general meeting for another 12-month period (that is, to be extended to 2 June 2019) in order to ensure the smooth implementation of the matters relating to the non-public issue of shares.

For details, please refer to the Announcement on the Extension of the Validity Period of the resolutions in Respect of the Non-public Issue of Shares of the Company at the General Meeting and the Validity Period of the Authorisation Granted to the Board to Deal with Related Matters disclosed on the website of CNINFO (www.cninfo.com.cn).

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

The resolution shall be submitted to the 2018 second extraordinary general meeting of the Company and the 2018 first class meetings for holders of domestic and overseas listed shares for consideration and approval.

II. The resolution on the extension of the validity period of the authorisation granted to the Board with absolute discretion to deal with matters relating to the non-public issue of shares of the Company at the general meeting was considered and approved

The Board approved that the extension of the validity period of the authorisation granted to the Board with absolute discretion to deal with matters relating to the non-public issue of shares of the Company at the general meeting for another 12-month period (that is, to be extended to 2 June 2019).

For details, please refer to the Announcement on the Extension of the Validity Period of the resolutions in Respect of the Non-public Issue of Shares of the Company at the General Meeting and the Validity Period of the Authorisation Granted to the Board to Deal with Related Matters disclosed on the website of CNINFO (www.cninfo.com.cn).

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

The resolution shall be submitted to the 2018 second extraordinary general meeting of the Company and the 2018 first class meeting for holders of domestic and overseas listed shares for consideration and approval.

III. The resolution on the capital increase for Shanghai Chenming was considered and approved

In order to ensure and facilitate the smooth commencement of various businesses of the Company in Shanghai and the surrounding areas, give full play to geographical advantages of Shanghai Chenming, promote the diversified development of the Company and enhance its overall strength and comprehensive competitiveness, the Company and its subsidiary Shandong Chenming Financial Leasing Co., Ltd. (“Shandong Chenming Financial Leasing”) intended to increase the capital of Shanghai Chenming by RMB2.0 billion each with their own funds respectively, which may be contributed by tranches subject to the business development and capital needs of Shanghai Chenming. Upon the completion of the capital increase, the registered capital of Shanghai Chenming will be increased to RMB5.0 billion from

RMB1.0 billion. The shareholding structure will be changed as follows: 60% equity interests will be directly held by the Company and 40% equity interests will be held by Shandong Chenming Financial Leasing. Shanghai Chenming will remain as a wholly-owned subsidiary of the Company.

The Board agreed to authorize the management of the Company to deal with matters relating to the increase in registered capital of Shanghai Chenming.

For details, please refer to the Announcement on the External Investment disclosed on the website of CNINFO (www.cninfo.com.cn).

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

IV. The resolution on the disposal of 50% equity interests in Guangdong Dejun was considered and approved

In order to repatriate funds and focus its capital for the development of its competitive businesses, upon full communication with Shanghai Zhongneng, the Company entered into the Capital Increase Agreement of Guangdong Dejun Investment Co., Ltd. and the Supplemental Agreement with Shanghai Zhongneng, pursuant to which Shanghai Zhongneng agreed to repurchase in advance 50% equity interests held by the Company in target company at an investment return rate of 6% per annum and a premium rate of 4% per annum. The investment term is calculated based on the actual investment days. The Company intended to enter into the Share Repurchase Agreement with Shanghai Zhongneng, to transfer the available-for-sale financial assets held by the Company, i.e. 50% equity interests in Guangdong Dejun, to Shanghai Zhongneng. The premium of repurchase and the investment return will amount to RMB2,634,041,400 in aggregate. Upon the transfer, the Company will cease to hold any equity interests in Guangdong Dejun.

The Board agreed to authorize the management of the Company to deal with matters relating to the disposal of 50% equity interests in Guangdong Dejun.

For details, please refer to the Announcement on the Disposal of Available-for-sale Financial Assets disclosed on the website of CNINFO (www.cninfo.com.cn).

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

V. The resolution on convening the 2018 second extraordinary general meeting was considered and approved

For details of the notice of convening the 2018 second extraordinary general meeting of Shandong Chenming Paper Holdings Limited, please refer to the designated disclosure media of the company and the website of CNINFO (www.cninfo.com.cn).

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

VI. The resolution on convening the 2018 first class meetings for holders of domestic and overseas listed shares was considered and approved

For details of the notice of holding the 2018 first class meeting for holders of domestic listed shares and the 2018 first class meeting for holders of overseas listed shares of Shandong Chenming Paper Holdings Limited, please refer to the designated disclosure media of the company and the website of CNINFO (www.cninfo.com.cn).

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

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited

16 April 2018