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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 “Shandong Chenming Paper Holdings Limited: Announcement in respect of Resolutions of the Eighth Meeting of the Seventh Session of the Board of Directors” dated 26 March 2015 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
26 March 2015

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Yin Tongyuan, Mr. Li Feng, Mr. Geng Guanglin, Mr. Hou Huancai and Mr. Zhou Shaohua, the non-executive Directors are Mr. Wang Xiaoqun and Ms. Yang Guihua, and the independent non-executive Directors are Mr. Wang Aiguo, Mr. Zhang Zhiyuan, Ms. Zhang Hong and Ms. Pan Ailing.

* *For identification purposes only*

Stock abbreviation:
Chenming Paper, Chenming B

Stock code:
000488 200488

Announcement No.:
2015-007

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

The Company and all members of 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.

Notice of the Eighth Meeting of the Seventh Session of the board (the “Board”) of directors (“Directors”) of Shandong Chenming Paper Holdings Limited (“the Company”) was despatched to all Directors in written and mail format on 13 March 2015, and the said meeting was held at the Conference Room of Chenming Research and Development Centre, Shouguang City, Shandong Province on 26 March 2015. 12 Directors were entitled to be present at the meeting and 12 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 for the year of 2014 was considered and approved

The resolution shall be submitted to the 2014 Annual General Meeting of the Company for consideration and approval.

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

II. The 2014 financial report was considered and approved

The resolution shall be submitted to the 2014 Annual General Meeting of the Company for consideration and approval.

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

III. The full text and summary of the 2014 Annual Report were considered and approved

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

The resolution shall be submitted to the 2014 Annual General Meeting of the Company for consideration and approval.

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

IV. The 2014 Self Assessment Report on Internal Control of the Company was considered and approved

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

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

V. The report of independent Directors of the Company for the year 2014 was heard

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

The report shall be submitted to the 2014 Annual General Meeting of the Company for consideration and approval.

VI. The profit distribution proposal of the Company for 2014 was considered and approved

The audited consolidated net profit attributable to equity holders of the Company in accordance with accounting standards for business enterprises in the PRC for 2014 was RMB505 million. Taking the capital position of the Company and shareholders' interest into account, the Board resolved to declare a cash bonus of RMB1.40 (tax inclusive) per 10 shares to all shareholders.

The proposal shall be submitted to the 2014 Annual General Meeting 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 at the general meeting.

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

VII. The 2014 annual remuneration scheme of the Directors and the senior management of the Company was considered and approved

For the details of the remuneration of the Directors and the senior management of the Company in 2014, please refer to the full text of the 2014 Annual Report.

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

VIII. Appointment of the auditors for 2015 was considered and approved

Ruihua Certified Public Accountants (Special General Partnership) was appointed as the auditor for the financial audit and internal control audit of the Company for 2015. The fees of the two audits amounted to RMB2.60 million.

This resolution shall be submitted to the 2014 Annual General Meeting of the Company for consideration and approval.

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

IX. The application for general banking facilities for 2015 by the Company was considered and approved

To ensure the capital needed for normal production and operation of the Company and strength cooperation with banks to enhance the financing capacity of the Company, the Company applied for general banking facilities of RMB49,150 million for 2015. The Board authorised the senior management of the Company to undertake the specific procedures of the application for the general banking facilities for 2015 and execution of related agreements.

The proposal shall be submitted to the 2014 Annual General Meeting of the Company for consideration.

The voting result of this resolution: votes for: 12, votes against: 0; votes abstained: 0.

X. Provision of guarantee for the comprehensive credit line of wholly-owned subsidiaries was considered and approved

In order to secure the smooth project construction of Huanggang Chenming Pulp & Paper Co., Ltd., a wholly-owned subsidiary of the Company, and Shandong Chenming Financial Leasing Co., Ltd., an indirect wholly-owned subsidiary of the Company, and ordinary production operation, and reduce their financial costs, it is intended to provide guarantee for the application of comprehensive credit line for the above companies. The guarantee amount will be RMB9,000 million for a term of 7 years.

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

The proposal shall be submitted to the 2014 Annual General Meeting of the Company for consideration.

The voting result of this resolution: votes for: 12, votes against: 0; votes abstained: 0.

XI. Capital increase of Financial Leasing Company was considered and approved

In order to facilitate Financial Leasing Company to engage in project financing and leasing business, and increase the Company's overall strength, comprehensive competitiveness and profit, Chenming (HK) intended to increase the capital of the Financial Leasing Company by RMB5.0 billion by instalment with its own funds based on the use of capital. After the completion of the capital increase, the registered capital of the Financial Leasing Company will change to RMB9.072 billion from RMB4.072 billion.

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

The proposal shall be submitted to the 2014 Annual General Meeting of the Company for consideration.

The voting result of this resolution: votes for: 12, votes against: 0; votes abstained: 0.

XII. Expected ordinary connected transactions for 2015 were considered and approved

In order to secure the energy supply for the production of the Company and its subsidiaries, and reduce the overall energy procurement expenses of the Company, the Company will purchase energy such as natural gas and heavy oil from the connected parties, Jiangxi Chenming Natural Gas Co., Ltd. (hereinafter referred to as “Jiangxi Natual Gas”) and its subsidiaries. The transactions will be conducted in our ordinary course of business. The expected transaction cap for 2015 will be RMB320 million.

The connected directors, namely Mr. Chen Hongguo, Mr. Yin Tingyuan, Mr. Li Feng, Mr. Geng Guangling and Mr. Zhou Shaohua, had abstained from voting in accordance with relevant regulation.

For details, please refer to the related announcements of the Company disclosed on the website of CHINFO (www.cninfo.com.cn) and the 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.

XIII. 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 authorized, 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 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 as at the date of approval of this general mandate of the Company.

The proposal shall be submitted to the 2014 Annual General Meeting of the Company for consideration.

The voting result of this resolution: votes for: 12, votes against: 0; votes abstained: 0.

XIV. Convening of the 2014 Annual General Meeting of the Company was considered and approved

The Company will convene the 2014 Annual General Meeting. For details, please refer to the related announcements disclosed on the website of CHINFO (www.cninfo.com.cn) and the Stock Exchange (www.hkex.com.hk) on the same date.

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited
26 March 2015