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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 Third Meeting of the Eighth Session of the Board of Directors ” dated 25 October 2016 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  
25 October 2016

*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:	Stock code:	Announcement No.:
Chenming Paper Chenming B	000488 200488	2016-134

## **SHANDONG CHENMING PAPER HOLDINGS LIMITED**

### **Announcement in respect of Resolutions of the Third Meeting of the Eighth Session of the Board of Directors**

The Company and all members of the board (the “Board”) of directors (“Directors”) hereby warrant that 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 third 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 13 October 2016, and the said meeting was held by means of communication on 25 October 2016. 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 “Articles of Association”).

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

#### **I. Full text of the 2016 Third Quarterly Report of the Company was considered and passed**

For details, please refer to relevant announcement published on CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the website of Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same day.

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

## **II. Resolution on Establishment of Huanggang Chenming Port Co., Ltd. was considered and passed**

In order to promote diversified development, further expand business scope, enhance overall strength and competitiveness, and foster new profit growth points while meeting the transportation and loading requirements for raw materials and finished goods of Huanggang Chenming Pulp & Paper Co., Ltd. (“Huanggang Chenming P&P”), the Board agreed to establish Huanggang Chenming Port Co., Ltd. (tentative name, subject to company name under commercial registration), which is a company jointly establish by Huanggang Chenming P&P and Huanggang Urban Investment and Asset Management Co., Ltd.

For details, please refer to relevant announcement on external investment published on CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the website of Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same day.

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

## **III. Resolution on Appointment of Auditor for 2016 was considered and passed**

Ruihua Certified Public Accountants (Special General Partner) has been appointed as the financial auditor and internal control auditor of the Company for 2016. The aggregate audit fee is RMB2.60 million.

This resolution is subject to approval at the general meeting.

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

## **IV. Resolution on Investment for the Establishment of Insurance Company**

In order to promote diversified development, further optimise the operating structure, expand and enrich business scope, facilitate the strategic plan in financial field, enhance overall strength and comprehensive competitiveness, and foster new profit growth points, the Company intended to jointly establish Leader Life Insurance Co., Ltd. (tentative name, subject to company name under commercial registration) with Leader Technology Co., Ltd., Shanjin Jinkong Capital Management Co., Ltd., Septwolves Group Holding Co., Ltd., Jiangxi Zhongyi Mining Group Co., Ltd., Shanxi Xinlongyuen Coal Development Co., Ltd., Tibet Yifeng Investment Management Co., Ltd. and Haineng Industrial Group Co., Ltd..

For details, please refer to relevant announcement on external investment published on CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the website of Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same day.

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

**V. Resolution on Convene of the 2016 Fourth Extraordinary General Meeting was considered and passed**

The Company decided to convene the 2016 fourth extraordinary general meeting. For details, please refer to relevant announcement published on CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the website of Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same day.

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

Notice is hereby given.

Board of Shandong Chenming Paper Holdings Limited  
25 October 2016