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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 Ninth Meeting of the Eighth Session of the Board of Directors” dated 26 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  
26 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:	Stock code:	Announcement No.:
Chenming Paper Chenming B	000488 200488	2018-039

## **Shandong Chenming Paper Holdings Limited**

### **Announcement in respect of Resolutions of the Ninth 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 ninth 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 15 April 2018, and the said meeting was held by means of communication on 26 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 full text of the first quarterly report of the Company for the year 2018 was considered and approved**

For details, please refer to the related announcements disclosed on the website of CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)), and the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same date.

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

#### **II. The addition of Directors was considered and approved**

Based on the operating needs of the Company and as recommended by the Nomination Committee of the Board of the Company, it is proposed to appoint Mr. Hu Changqing as a Director of the eighth session of the Board of the Company, with term to be expired at the expiry of the current session of the Board. (Please refer to Appendix I for the biography of Mr. Hu Changqing)

The resolution shall be submitted to the 2017 AGM of the Company for consideration and approval.

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

### **III. The amendments to the Articles of Association were considered and approved**

According to relevant regulations, based on actual operating needs of the Company and matters in relation to the capitalisation of capital reserve under the profit appropriation proposal of the Company for the year 2017 as considered and approved at the eighth meeting of the eighth session of the Board, the Company amended relevant articles under the Articles of Association. For details, please refer to Appendix II.

The resolution shall be submitted to the 2017 AGM of the Company for consideration and approval.

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

### **IV. The amendments to the Rules of Procedures for Board Meetings were considered and approved**

Major contents of the Rules of Procedures for Board Meetings of the Company are set out in the Articles of Association. Based on the amendments to the Articles of Association, the Company amended the Rules of Procedures for Board Meetings. Details are set out below:

#### **Original Article**

Article 4

The Board is comprised of ten Directors, including the Chairman and the Vice Chairman.

#### **Amended Article**

Article 4

**The Board is comprised of eleven Directors, including the Chairman and one to two Vice Chairman.**

The resolution shall be submitted to the 2017 AGM of the Company for consideration and approval.

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

## **V. The establishment of equity investment fund was considered and approved**

In order to enhance the investment capability of the Company, accelerate its industrial upgrade and diversified development, strengthen its competitiveness and profitability with the support from professional investment institutions, the Company intended to jointly establish an equity investment fund, namely Shouguang Central Finova Win-Win Investment Partnership (Limited Partnership) (tentative name subject to company name under commercial registration, hereinafter referred to as the “Investment Fund” or the “Partnership”), with Beijing Central Finova Fund Management Co., Ltd. (hereinafter referred to as “Central Finova Fund”) and Ningbo Zhenghe Zhengxin Hesheng Investment Partnership (Limited Partnership) (hereinafter referred to as “Ningbo Zhenghe”) in form of limited partnership. Total investment for the Investment Fund would be RMB600.60 million, of which Central Finova Fund (as the general partner and the fund manager), the Company (as the limited partner) and Ningbo Zhenghe (as the limited partner) would contribute RMB0.60 million, RMB150.00 million and RMB450.00 million respectively, representing approximately 0.10%, approximately 24.97% and approximately 74.93% of the total contributions to be made by all partners.

For details, please refer to the related announcements disclosed on the website of CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)), and the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same date.

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

## **VI. The capital increase in Financial Company was considered and approved**

In order to further enhance the fund settlement, management and investment and financing level of the Financial Company, the Financial Company strengthened its cooperation with other banks, thus providing more financial supports to companies and their subsidiaries. At the same time, in order to enhance the external profitability of the Financial Company so as to create value for the Group, the Company and Jiangxi Chenming intended to increase the capital of Financial Company using their self-owned funds. The Company and Jiangxi Chenming will contribute RMB1,600 million and RMB400 million respectively. Capital increase will be made in instalments based on the business needs of the Financial Company. Upon the completion of capital increase, the registered capital of Financial Company will be increased to RMB5,000 million from RMB3,000 million.

The Board authorised the management of the Company to handle matters in relation to the capital increase in Financial Company.

For details, please refer to the related announcements disclosed on the website of CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)), and the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same date.

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

#### **VII. The cancellation and postponement of 2017 AGM was considered and approved**

In order to enable all shareholders to exercise their voting rights concurrently at the 2017 AGM and the Class Meetings, and fully protect the rights of all shareholders of the Company, as considered and approved at the ninth meeting of the eighth session of the Company, the Company decided to cancel the 2017 AGM originally scheduled to be held on 31 May 2018 and postpone the 2017 AGM to 13 June 2018 in accordance with the Companies Law, the Rules Governing Listing of Stocks on Shenzhen Stock Exchange, the Guidelines for the Standardised Operation of Companies Listed on the Main Board of Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Articles of Association, as well as relevant laws and regulations.

For details, please refer to the announcement of the cancellation and postponement of 2017 AGM and the notice of the cancellation and postponement of 2017 AGM disclosed on the website of CNINFO ([www.cninfo.com.cn](http://www.cninfo.com.cn)), and the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) on the same date.

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

#### **VIII. The resolution on convening of the 2018 second class meetings for holders of domestic and overseas listed shares was considered and approved**

For details of the notices of 2018 second class meeting for holders of domestic listed shares and the 2018 second 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](http://www.cninfo.com.cn)), and the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)).

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

26 April 2018

#### Appendix I: Biography of Mr. Hu Changqing

Mr. Hu Changqing, a Chinese citizen without the right of permanent residence abroad, joined the Company in 1988 and had held various positions in the Company such as the chief of the technological reform department, the chief officer of branch factory, the deputy general manager and the Director. He is currently the director of Shouguang Chenming Holdings Company Limited and a deputy general manager of the Company in charge of the pulp and paper project of Huanggang Chenming.

At present, Mr. Hu Changqing holds 1,238 A shares of the Company and concurrently serves as the director of Shouguang Chenming Holdings Company Limited, the controlling shareholder of the Company. He has no affiliated relationship with other Directors and supervisors to be employed by the Company, and has not been subject to punishment by the China Securities Regulatory Commission and other competent authorities or censorship by any stock exchanges. He complies with the conditions serving as a Director under the relevant laws, regulations and provisions including the Companies Law. There are no circumstances such as to require that “where the dishonest person subject to enforcement is a natural person, he or she may not serve as a legal representative, director, supervisor or senior management member” as required by the Memorandum of Collaboration to “Build up Honesty and Punish Dishonesty” jointly issued by eight ministries and commissions in 2014.

Appendix II:

Comparison chart on the amendments to the Articles of Association

<b>Original Articles</b>	<b>Amended Articles</b>
Article 17	Article 17
The number of ordinary shares issued by the Company upon approval is 2,062,045,941.	<b>The total number of ordinary shares issued by the Company upon approval is 3,030,248,674.</b>
The total number of ordinary shares issued in the initial public offering is 66,647,400. The number of shares issued to the promoter Shouguang State Owned Assets Administration Bureau at the time of its establishment is 46,497,400, accounting for 69.77% of the aggregate issued by the Company in the initial public offering.	The total number of ordinary shares issued in the initial public offering is 66,647,400. The number of shares issued to the promoter Shouguang State Owned Assets Administration Bureau at the time of its establishment is 46,497,400, accounting for 69.77% of the aggregate issued by the Company in the initial public offering.
On 24 December 2013, the Company cancelled the repurchased 86,573,974 domestic listed foreign shares. The total number of ordinary shares is changed to 1,975,471,967 shares.	On 24 December 2013, the Company cancelled the repurchased 86,573,974 domestic listed foreign shares. The total number of ordinary shares is changed to 1,975,471,967 shares.
On 14 May 2014, the Company cancelled the repurchased 39,066,500 overseas listed foreign shares. The total number of ordinary shares is changed to 1,936,405,467 shares.	On 14 May 2014, the Company cancelled the repurchased 39,066,500 overseas listed foreign shares. The total number of ordinary shares is changed to 1,936,405,467 shares.

On 17 March 2016, the number of preference shares issued by the Company upon approval was 22,500,000. On 17 August 2016, the number of preference shares issued by the Company upon approval was 10,000,000. On 22 September 2016, the number of preference shares issued by the Company upon approval was 12,500,000.

On 17 March 2016, the number of preference shares issued by the Company upon approval was 22,500,000. On 17 August 2016, the number of preference shares issued by the Company upon approval was 10,000,000. On 22 September 2016, the number of preference shares issued by the Company upon approval was 12,500,000.

**As considered and approved at the 2017 Annual General Meeting of the Company, based on the total share capital of 1,936,405,467 shares as at 31 December 2017 and the issue of shares to ordinary shareholders on the basis of 5 shares for every 10 shares held by way of capitalisation of capital reserve, the Company issued 968,202,733 ordinary shares in aggregate. Among which, domestic shareholders held 556,639,228 A shares, shareholders of domestic listed foreign shares held 235,461,755 B shares, and shareholders of overseas listed foreign shares held 176,101,750 H shares.**

#### Article 18

Approved by Document [1997] No.63 issued by the People's Government of Shandong Province on February 28, 1997 and by Securities Commission of the State Council on May 4, 1997, the Company issued 115,000,000 domestic listed foreign shares for the first time to overseas investors. The shares were listed on Shenzhen Stock Exchange on May 26, 1997.

#### Article 18

Approved by Document [1997] No.63 issued by the People's Government of Shandong Province on February 28, 1997 and by Securities Commission of the State Council on May 4, 1997, the Company issued 115,000,000 domestic listed foreign shares for the first time to overseas investors. The shares were listed on Shenzhen Stock Exchange on May 26, 1997.



Approved by Zheng Jian Gong Si Zi [2000] No.151 issued by China Securities Regulatory Commission on September 30, 2000, the Company issued 70,000,000 Renminbi-denominated ordinary shares, which was listed on Shenzhen Stock Exchange on November 20, 2000.

Approved by The Stock Exchange of Hong Kong Limited, the Company initially issued 355,700,000 H shares, which was listed on the SEHK on June 18, 2008, in a global offering.

Approved by Zheng Jian Xu Ke [2015] No. 2130 issued by China Securities Regulatory Commission on 17 September 2015, to issue not more than 45,000,000 preference shares. Among which, 22,500,000 preference shares were issued for the first time, and listed on Shenzhen Stock Exchange on 8 April 2016. 10,000,000 preference shares were issued for the second time, and listed on Shenzhen Stock Exchange on 12 September 2016. 12,500,000 preference shares were issued for the third time, and listed on Shenzhen Stock Exchange on 24 October 2016.

Approved by Zheng Jian Gong Si Zi [2000] No.151 issued by China Securities Regulatory Commission on September 30, 2000, the Company issued 70,000,000 Renminbi-denominated ordinary shares, which was listed on Shenzhen Stock Exchange on November 20, 2000.

Approved by The Stock Exchange of Hong Kong Limited, the Company initially issued 355,700,000 H shares, which was listed on the SEHK on June 18, 2008, in a global offering.

Approved by Zheng Jian Xu Ke [2015] No. 2130 issued by China Securities Regulatory Commission on 17 September 2015, to issue not more than 45,000,000 preference shares. Among which, 22,500,000 preference shares were issued for the first time, and listed on Shenzhen Stock Exchange on 8 April 2016. 10,000,000 preference shares were issued for the second time, and listed on Shenzhen Stock Exchange on 12 September 2016. 12,500,000 preference shares were issued for the third time, and listed on Shenzhen Stock Exchange on 24 October 2016.

The current share capital structure of the Company is: 1,936,405,467 ordinary shares and 45,000,000 preference shares, where included in the ordinary shares are:

293,003,657 A shares (state-owned corporate shares) held by Shouguang Chenming Holdings Company Limited, accounting for 15.13% of the total shares;

820,274,799 A shares held by other domestic shareholders, accounting for 42.36% of the total shares;

470,923,511 B shares held by shareholders of domestic listed foreign shares, accounting for 24.32% of the total shares;

352,203,500 H shares held by shareholders of overseas listed foreign shares, accounting for 18.19% of the total shares.

**As considered and approved at the 2017 Annual General Meeting of the Company, based on the total share capital of 1,936,405,467 shares as at 31 December 2017 and the issue of shares to ordinary shareholders on the basis of 5 shares for every 10 shares held by way of capitalisation of capital reserve, the Company issued 968,202,733 ordinary shares in aggregate. Among which, domestic shareholders held 556,619,751 A shares, shareholders of domestic listed foreign shares held 235,466,905 B shares, and shareholders of overseas listed foreign shares held 176,116,077 H shares.**

**The share capital structure of the Company is: 2,904,608,200 ordinary shares and 45,000,000 preference shares, where included in the ordinary shares are:**

**1,669,917,684 A shares held by shareholders of domestic listed shares, accounting for 57.49% of the total shares. Among which, 439,505,486 A shares (state-owned corporate shares) were held by Shouguang Chenming Holdings Company Limited, accounting for 15.13% of the total shares; and 1,230,412,198 A shares were held by other domestic shareholders, accounting for 42.36% of the total shares;**

**706,385,266 B shares held by shareholders of domestic listed foreign shares, accounting for 24.32% of the total shares;**

**528,305,250 H shares held by shareholders of overseas listed foreign shares, accounting for 18.19% of the total shares.**

Article 21

The Company's registered capital is RMB1,936,405,467.

Article 179

The Company has a Board that comprises ten (10) Directors, including one Chairman and one Vice Chairman.

Article 21

**The Company's registered capital is RMB2,904,608,200.**

Article 179

**The Company has a Board that comprises eleven (11) Directors, including one Chairman and one to two Vice Chairman.**