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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 “Shandong Chenming Paper Holdings Limited Announcement in respect of Resolutions of the 31st Extraordinary Meeting of the Eighth Session of the Board of Directors” dated 11 October 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
11 October 2018

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Li Feng, Mr. Geng Guanglin, Mr. Hu Changqing and Mr. Chen Gang; 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 code:
000488 200488

Stock abbreviation:
Chenming Paper Chenming B

Announcement no.:
2018-137

Shandong Chenming Paper Holdings Limited
Announcement in respect of Resolutions of the 31st Extraordinary
Meeting of the Eighth Session of the Board of Directors

The Company and all members of the board (the “Board”) of directors (the “Director(s)”) hereby warrant the truthfulness, accuracy and completeness of the contents of the announcement which do not contain any false information, misleading statements or material omissions.

The notice of the 31st extraordinary 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 4 October 2018, and the said meeting was held by means of communication on 11 October 2018. 11 Directors were entitled to be present at the meeting and 11 Directors attended the meeting. The Board 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 approved unanimously by the Directors present at the meeting:

I. The resolution on the provision of guarantee for wholly-owned subsidiary was considered and approved

In order to secure the operational needs for ordinary production of Shanghai Chenming Industrial Co., Ltd. (“Shanghai Chenming”), a wholly-owned subsidiary of the Company, and reduce its financial costs, as well as to promote the smooth commencement of various business operations of the Company in Shanghai and surrounding areas, and enhance the overall strengths and general competitiveness of the Company, the Company intends provide guarantee for the loans of Shanghai Chenming as provided by financial institution. Such guarantee shall not exceed RMB4,000 million (inclusive), with a term of not more than 5 years (inclusive).

The voting result of this resolution: votes for: 11; votes against: 0; votes abstained: 0.

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

II. The resolution on the participation in the acquisition of 45% equity interest in Goldtrust Futures was considered and approved

On 10 September 2018, Goldtrust Futures Co., Ltd. (“Goldtrust Futures”) was to be transferred through listing-for-sale on the project centre of Hunan United Assets and Equity Exchange at a transfer price of not less than RMB400 million.

In order to promote the diversified development of the Company, further expand the Company’s business scope, integrate the Company’s financial resources, seize the development opportunities in the futures industry, and enhance the comprehensive competitiveness, the Company intends to participate in the bidding of the 100% equity interest in Goldtrust Futures through a bidding consortium voluntarily formed by Shouguang Meilun Paper Co., Ltd. (“Shouguang Meilun”), its wholly-owned subsidiary, and Hunan Oil Pump Co., Ltd., Shanghai PanHou Investment Management Co., Ltd., Shanghai Jinzhi Information Technology Co., Ltd., Yingxin (Hainan) Financial Services Co., Ltd. and Beijing Wuxianxinrui Network Technology Co., Ltd. Shouguang Meilun intended to participate in the acquisition of 45% equity in Goldtrust Futures for a consideration of RMB180 million,

The Board authorised the management of the Company to deal with the matters concerning the participation in the acquisition of 45% equity interest in Goldtrust Futures.

The voting result of this resolution: votes for: 11; votes against: 0; votes abstained: 0.

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

III. The resolution on the change in composition of the strategic committee was considered and approved

In order to ensure standardised operation and scientific decision-making of the strategy committee of the Board of the Company and to improve its corporate governance structure, based on appointment of members of the Board, the Company intends to appoint Mr. Hu Changqing, the vice chairman, as a member of the strategy committee of the Board.

The voting result of this resolution: votes for: 11; votes against: 0; votes abstained: 0.

IV. The resolution on the appointment of financial controller was considered and approved

Based on operational and administrative needs of the Company, as nominated by Mr. Geng Guanglin, the general manager, and approved by the nomination committee of the Board, the Company intends to appoint Mr. Dong Lianming as the financial controller of the Company.

The voting result of this resolution: votes for: 11; votes against: 0; votes abstained: 0.

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

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

The Board of the Company approved to convene the 2018 fifth extraordinary general meeting.

For details, please refer to the “Announcement of 2018 fifth extraordinary general meeting of Shandong Chenming Paper Holdings Limited” disclosed on media designated by the Company and the website of CNINFO (www.cninfo.com.cn).

The voting result of this resolution: votes for: 11; votes against: 0; votes abstained: 0.

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited
11 October 2018