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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 on Resolutions of the First Meeting of the Ninth Session of the Board of Directors” dated 11 June 2019 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 June 2019

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Hu Changqing, Mr. Li Xingchun and Mr. Chen Gang; the non-executive Directors are Mr. Han Tingde and Mr. Li Chuanxuan and the independent non-executive Directors are Ms. Yin Meiqun, Mr. Sun Jianfei and Mr. Yang Biao.

* *For identification purposes only*

Stock code:
000488 200488

Stock abbreviation:
Chenming Paper Chenming B

Announcement No.:
2019-056

Shandong Chenming Paper Holdings Limited
Announcement on Resolutions of the First Meeting of the Ninth
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 first meeting of the ninth session of the Board of Shandong Chenming Paper Holdings Limited (the “Company”) was dispatched to all Directors in writing and by post on 31 May 2019, and the said meeting was held at the Meeting Room, Shanghai Pujiang International Finance Plaza on 11 June 2019. 9 Directors were entitled to be present at the meeting and 9 Directors attended the meeting. This Board meeting was convened in compliance with the relevant PRC laws and regulations and the Articles of Association.

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

I. The Resolution in Relation to the Election of Chairman and Vice Chairmen of the Company was considered and approved

Mr. Chen Hongguo was elected as the chairman of the ninth session of the Board, and Mr. Hu Changqing and Mr. Li Xingchun were elected as vice chairmen of the ninth session of the Board with a term of three years. (Biographical details attached in the following pages)

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

II. The Resolution in Relation to the Appointment of General Manager and Secretary to the Board was considered and approved

As nominated by Mr. Chen Hongguo, the chairman, the Board appointed Mr. Li Weixian as the general manager of the Company on rotation basis. Pursuant to the Rotation Rules for General Manager (President) of the Company, the tenure of any general manager subject to rotation will be one year. Prior to the expiry of term of office of general manager subject to rotation, the current general can be re-appointed or ceased his/her position as general manager upon relevant resolution has been considered and approved by the Nomination Committee of the Board of the Company

and submitted for approval by the Board.

The Board also appointed Mr. Yuan Xikun as the secretary to the Board of the Company, and Mr. Chu Hon Leung as the company secretary (Hong Kong), each with a term of office of three years. (Biographical details attached in the following pages)

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

III. The Resolution in Relation to the Appointment of Senior Management Members was considered and approved

As nominated by the general manager, Mr. Geng Guanglin, Ms. Li Xueqin, Mr. Li Feng, Mr. Chen Gang, Mr. Li Zhenzhong and Mr. Zhao Xuegang were appointed as deputy general managers of the Company, and Mr. Dong Lianming as the financial controller of the Company, each with a term of office of three years. (Biographical details attached in the following pages).

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

IV. The Resolution in Relation to the Adjustments to the Composition of Four Special Committees under the Board was considered and approved

As the resolution in relation to the election for the change of the session of the Board was passed at the 2018 annual general meeting of the Company, the Board made the following adjustments to the composition of four special committees based on the election result:

- (I) The Strategic Committee of the Board is comprised of three Directors, one of which is an independent non-executive Director:

Chairman (convener, same applies to the below): Chen Hongguo, the chairman

Members: Hu Changqing, a vice chairman, and Yang Biao, an independent non-executive Director

- (II) The Nomination Committee of the Board is comprised of three Directors, two of which are independent non-executive Directors:

Chairman: Sun Jianfei, an independent non-executive Director

Members: Chen Hongguo, the chairman, and Yin Meiqun, an independent non-executive Director

(III) The Remuneration and Assessment Committee of the Board is comprised of three Directors, two of which are independent non-executive Directors:

Chairman: Yang Biao, an independent non-executive Director

Members: Li Xingchun, a vice chairman, and Sun Jianfei, an independent non-executive Director

(IV) The Audit Committee of the Board is comprised of three Directors, two of which are independent non-executive Directors:

Chairman: Yin Meiqun, an independent non-executive Director

Members: Li Chuanxuan, a non-executive Director, and Sun Jianfei, an independent non-executive Director

The voting result of this resolution: votes for: 9; votes against: 0; votes abstained: 0.

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited*
11 June 2019

Biographies are attached as follows:

Mr. Chen Hongguo, aged 54, is a member of the Communist Party of the PRC. He holds a bachelor's degree. He is a senior economist and was awarded titles including "Nationwide Light Industry Top Ten Youth Experts" (全國輕工系統十佳傑出青年崗位能手), "Labor Medal on Enriching Shandong Province" (山東省富民興魯勞動獎章獲得者), "Excellent Entrepreneur of Shandong Province" (山東省優秀企業家), "Nationwide May 1st Labor Medal" (全國五一勞動獎章獲得者), "Nationwide Excellent Entrepreneur" (全國優秀創業企業家) and "USA RISI CEO of the Year" (美國銳思"年度最佳CEO獎"). He is a vice chairman of the China National Light Industry Council. He joined the Company in 1987 and has held positions including chief officer of manufacturing section, chief officer of branch factory, deputy general manager, Director of the Company and the chairman of Wuhan Chenming Hanyang Paper Co., Ltd. He is the chairman of the Company and the Party Committee secretary.

Mr. Chen Hongguo currently holds 11,080,044 A shares of the Company, and concurrently serves as the chairman and general manager of Chenming Holdings Limited (the controlling shareholder of the Company). Mr. Chen Hongguo is the spouse of Ms. Li Xueqin, a deputy general manager of the Company. Mr. Chen Hongguo has not been reprimanded by China securities regulatory and management authorities and other related departments nor disciplined by any stock exchange. 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 Dishonest" jointly issued by eight ministries and commissions in 2014.

Mr. Hu Changqing, aged 53, is a member of the Communist Party of the PRC. He holds a bachelor's degree. He joined the Company in 1988. He 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 Chenming Holdings Company Limited and a vice chairman of the Company.

Mr. Hu Changqing currently holds 42,857 A shares 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.

Mr. Li Xingchun, aged 53, holds a doctorate in management science and engineering (financial engineering) from the School of Management and Engineering, Nanjing University, and is a visiting professor of Shanghai Finance University and the founder of Leadbank Financial Service Group. In 2015, he was selected as a financial innovative figure of Lujiazui by YICAI (第一財經). In the same year, he was selected as an independent fortune leader in China by Fortune Today. In 2016, he was selected as an outstanding entrepreneur of wealth management institution in China by China Economy and Trade Promotion Association (中國經濟貿易促進會). In 2017, he was awarded the outstanding wealth management leader award. He was the senior director of Ctrip.com, the vice president of Fuyou Securities Co., Ltd. (富友證券有限責任公司), the executive vice president of Pan Asia Trust Co., Ltd. (泛亞信託有限公司), and the director and president of Western Development Holdings Co., Ltd. (西部發展控股有限公司). He is currently the chairman of Leadbank Technology (Investment Group).

Mr. Li Xingchun currently does not hold any shares of the Company. He has no related party relationship with other Directors and supervisors to be employed by the Company, as well as the controlling shareholder of the Company and its de facto controller. He has no related party relationship with shareholder(s) holding over 5% shareholding in the Company and their respective de facto controller(s). He has not been reprimanded by PRC securities regulatory and management authorities and other related departments or disciplined 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.

Mr. Li Weixian, aged 37, graduated with a postgraduate degree. He joined the Company in 2002 and had held various positions in the Company such as the deputy general manager of Shenzhen Coated Paper Company (a sale company of the Company), the manager of Shandong Chenming Paper Sales Company Limited, the vice chairman of Household Paper Company, a deputy marketing director and a marketing director of Sales Company and a vice president of the Group. He is the general manager of the Company.

Mr. Li Weixian currently holds 81,200 A shares and 159,000 H shares of the Company. He has no related party relationship with other Directors and supervisors to be employed by the Company, as well as the controlling shareholder of the Company and its de facto controller. He has no related party relationship with shareholder(s) holding over 5% shareholding in the Company and their respective de facto controller(s). He has not been reprimanded by PRC securities regulatory and management authorities and other related departments or disciplined 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.

Mr. Yuan Xikun, aged 33, is a member of the Communist Party of the PRC. He graduated with a Bachelor’s degree majoring in administration. He joined the Company in 2010 and had held positions as the accountant for the consolidated financial statements in the group financial department, the manager of the information disclosure section of the security investment department, the security affairs representative and deputy chief of the security investment department of the Company. He is currently the secretary to the Board of the Company.

Mr. Yuan Xikun currently holds 44,700 A shares of the Company. He has no related party relationship with other Directors and supervisors to be employed by the Company, as well as the controlling shareholder of the Company and its de facto controller. He has no related party relationship with shareholder(s) holding over 5% shareholding in the Company and their respective de facto controller(s). He has not been reprimanded by PRC securities regulatory and management authorities and other related departments or disciplined 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.

Mr. Chu Hon Leung, aged 36, a solicitor, obtained a bachelor’s degree in commerce from Macquarie University, Sydney, Australia. He obtained his Graduate Diploma in Law from The College of Law, London, United Kingdom. He graduated from the City University of Hong Kong and obtained his Postgraduate Certificate in Laws. He was a solicitor in local and international law firms in Hong Kong, and an in-house legal counsel of a leading PRC asset management company. He has been admitted as a practising solicitor in Hong Kong since 2009. He currently works for Li & Partners.

Mr. Chu Hon Leung currently does not hold any shares of the Company. He has no related party relationship with other Directors and supervisors to be employed by the Company. He has no related party relationship with the Company or its controlling shareholder and de facto controller. He has not been reprimanded by the China Securities Regulatory Commission and other related departments or disciplined by any stock exchanges. He has no related party relationship with shareholder(s) holding over 5% shareholding in the Company and their respective de facto controller(s). He has not served as a director or a supervisor of other companies. 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.

Mr. Geng Guanglin, aged 45, is a member of the Communist Party of PRC. He graduated with a university diploma. He joined the Company in 1992 and held different positions including a chief of the manufacturing section of the Company, a deputy general manager of Chibi Chenming Paper Co., Ltd., the chairman of Wuhan Chenming Hanyang Paper Holdings Co., Ltd., the chairman of Jilin Chenming Paper Co., Ltd., the chairman of Jiangxi Chenming Paper Co., Ltd., and a Director of the Company. He currently serves as a deputy general manager of the Company.

Mr. Geng Guanglin currently holds 716,950 A shares of the Company. He has no related party relationship with other Directors and supervisors to be employed by the Company. He has not been reprimanded by PRC securities regulatory and management authorities and other related departments or disciplined 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.

Ms. Li Xueqin, aged 53, is a member of the Communist Party of PRC. She graduated with a bachelor’s degree. She was successively awarded titles including “Model Worker in Shandong Province” (山東省勞動模範), “Model Worker in the Country” (全國勞動模範) and “Nationwide May 1st Labour Medal” (全國五一勞動獎章). She was a deputy of the Tenth, Eleventh, Twelfth and Thirteen National People’s Congress. She joined the Company in 1987 and held different positions including the chief of audit department and a deputy general manager. She has been a deputy general manager of the Company since March 2003.

Ms. Li Xueqin currently holds 861,322 A shares of the Company, and concurrently serves as a director of Chenming Holdings Limited (the controlling shareholder of the Company). She has not been reprimanded by the China Securities Regulatory Commission and other related departments nor disciplined by any stock exchange. 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 Dishonest” jointly issued by eight ministries and commissions in 2014.

Mr. Li Feng, aged 46, is a member of the Communist Party of PRC. He graduated with a bachelor’s degree. He joined the Company in 1992. He had held different positions including a chief of the manufacturing section, assistant to the general manager and a Director of the Company, a sales director of the Group, a deputy general manager and chairman of Wuhan Chenming Hanyang Paper Holdings Co., Ltd. He is currently a deputy general manager of the Company in charge of coated paper products of Sales Company.

Mr. Li Feng currently holds 906,027 A shares of the Company. He has not been reprimanded by the China Securities Regulatory Commission and other related departments nor disciplined by any stock exchange. 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 Dishonest” jointly issued by eight ministries and commissions in 2014.

Mr. Chen Gang, aged 46, is a member of the Communist Party of the PRC, and has tertiary education qualifications. He joined the Company in 1996 and had held various positions in the Company such as the chief officer of branch factory, the general management of Zhanjiang Chenming, the general manager of Jilin Chenming, the division leader of Jiangxi Chenming, the assistant to the production director of the Company and the deputy production director of the Company. He is currently a Director of the Company.

Mr. Chen Gang currently holds 139,700 A shares of the Company. He has not been reprimanded by PRC securities regulatory and management authorities and other related departments or disciplined 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.

Mr. Li Zhenzhong, aged 45, is a member of the Communist Party of PRC. He graduated with a bachelor’s degree. He joined the Company in 1995 and held different positions including the principal representative of the Shanghai management region of Sales Company, a sales manager of light weight coated cultural paper products, and the general manager of cultural paper products of Sales Company. He is currently a deputy general manager of the Company who is responsible for the management of cultural paper product business of Sales Company.

Mr. Li Zhenzhong currently holds 111,500 A shares of the Company. He has no related party relationship with other Directors and supervisors to be employed by the Company. He has no related party relationship with the Company or its controlling shareholder and de facto controller. He has not been reprimanded by the China Securities Regulatory Commission and other related departments or disciplined by any stock exchanges. He has no related party relationship with shareholder(s) holding over 5% shareholding in the Company and their respective de facto controller(s). He has not served as a director or a supervisor of other companies. 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.

Mr. Zhao Xuegang, aged 46, is a member of the Communist Party of PRC. He holds a postgraduate degree. He graduated from Shandong Economics University majoring in economic information management. He obtained his master’s degree in finance from Shandong University. He joined the Company in 2017 and held different positions including the general manager of Financial Leasing Company. He is currently a vice president of the Company in charge of the finance and financial affairs of the Company.

Mr. Zhao Xuegang currently does not hold any shares of the Company. He has no related party relationship with other Directors and supervisors to be employed by the Company. He has no related party relationship with the Company or its controlling shareholder and de facto controller. He has not been reprimanded by the China Securities Regulatory Commission and other related departments or disciplined by any stock exchanges. He has no related party relationship with shareholder(s) holding over 5% shareholding in the Company and their respective de facto controller(s). He has not served as a director or a supervisor of other companies. 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.

Mr. Dong Lianming, aged 44, is a member of the Communist Party of PRC, and an accountant. He graduated with a bachelor’s degree. He joined the Company in 1997 and had held positions as the chief of accounting and auditing section under the financial department of the Company, the deputy chief and chief of the financial department, chief accountant of Jiangxi Chenming, chief accountant of Shandong Chenming Panels, and financial controller and a deputy general manager of Zhanjiang Chenming. He is currently the financial controller of the Company.

Mr. Dong Lianming currently holds 69,600 A shares of the Company. He has no related party relationship with other Directors and supervisors of the Company. He has no related party relationship with the Company or its controlling shareholder and de facto controller. He has not been reprimanded by the China Securities Regulatory Commission and other related departments or disciplined by any stock exchanges. He has no related party relationship with shareholder(s) holding over 5% shareholding

in the Company and their respective de facto controller(s). He has not served as a director or a supervisor of other companies. 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.