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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 on Resolutions of the Ninth Extraordinary Meeting of the Ninth Session of the Board” dated 30 March 2020 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
30 March 2020

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Hu Changqing and Mr. Li Xingchun; 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:	Stock abbreviation:	Announcement No.:
000488 200488	Chenming Paper Chenming B	2020-026

Shandong Chenming Paper Holdings Limited

Announcement in respect of Resolutions of the Ninth Extraordinary 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 ninth extraordinary 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 24 March 2020, and the said meeting was held by way of communication on 30 March 2020. 8 Directors were entitled to be present at the meeting and 8 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. Resolution in relation to the 2020 Restricted Share Incentive Scheme (Draft) of Shandong Chenming Paper Holdings Limited and its summary was considered and approved

In order to further improve the mid-to-long term incentive and restraint mechanisms of the Company, attract and retain talents, realise incentive and restraint to Directors, middle and senior management and key personnel of the Company to bond their interests with long-term development of the Company and shareholders, fully mobilize their enthusiasm and creativity, promote sustainable quality development of the Company and maximise the value of the Company and shareholders, the Company has formulated the 2020 Restricted A Share Incentive Scheme (Draft) (the “Incentive Scheme (Draft)” or the “Incentive Scheme”) and its summary in accordance with relevant laws and regulations, on the premise of fully protecting the interests of Shareholders and on the principle of income

equivalent to contribution. It is intended to implement the Incentive Scheme for the participants. Independent Directors of the Company have express their independent opinion on this resolution, and agreed to implement the Incentive Scheme.

Upon obtaining the approvals from the State-owned Assets Supervision and Administration Office of the People's Government of Shouguang City, the resolution shall be submitted to the 2020 second extraordinary general meeting, the 2020 first class meeting for shareholders of domestic listed shares and the 2020 first class meeting for shareholders of overseas listed shares for consideration and approval.

Related party Directors, namely Mr. Chen Hongguo, Mr. Hu Changqing and Mr. Li Xingchun, are the participants of the Incentive Scheme, and therefore have abstained from voting. Other non-related party Directors have voted on this resolution.

The voting result of this resolution: votes for: 5; votes against: 0; votes abstained: 0.

For details, please refer to the related announcements 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. Resolution in relation to the Assessment Management Measures for the Implementation of the 2020 Restricted A Share Incentive Scheme of Shandong Chenming Paper Holdings Limited was considered and approved

To ensure the smooth implementation of the 2020 restricted A share incentive scheme of the Company, further improve the corporate governance structure of the Company, form a sound and balanced value distribution system, motivate Directors of the Company (excluding independent Directors and supervisors) and key technical (business) employees of the Company (including branch companies/subsidiaries) to carry out their work with integrity and diligence, ensure the steady improvement of the Company's performance, and to ensure the realisation of the Company's development strategy and business objectives, the Assessment Management Measures for the Implementation of the 2020 Restricted A Share Incentive Scheme are specially formulated according to the relevant national regulations and the actual situation of the Company.

Upon obtaining the approvals from the State-owned Assets Supervision and Administration Office of the People's Government of Shouguang City, the resolution shall be submitted to the 2020 second extraordinary general meeting, the 2020 first class

meeting for shareholders of domestic listed shares and the 2020 first class meeting for shareholders of overseas listed shares for consideration and approval.

Related party Directors, namely Mr. Chen Hongguo, Mr. Hu Changqing and Mr. Li Xingchun, are the participants of the Incentive Scheme, and therefore have abstained from voting. Other non-related party Directors have voted on this resolution.

The voting result of this resolution: votes for: 5; votes against: 0; votes abstained: 0.

For details, please refer to the related announcements 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. Resolution in relation to the authorisation to the Board to handle relevant matters in respect of the equity incentive plan of the Company by the general meeting was considered and approved

To ensure the smooth implementation of the Incentive Plan, the Board of the Company agreed to propose the authorisation to the Board to handle the following matters in respect of the Incentive Plan at the general meeting:

(I) It is proposed to the general meeting to grant the authorisation to the Board to be responsible for the following matters in respect of the specific implementation of the Incentive Plan:

1. Authorise the Board to determine the date of grant of the Incentive Plan;
2. Authorise the Board to make corresponding adjustment to the number of restricted shares and the number of subject shares involved in the event of any capitalisation issue, bonus issue, sub-division or share consolidation, rights issue of the Company using the methods as stipulated under the Incentive Scheme (Draft);
3. Authorise the Board to make corresponding adjustment to the grant price of restricted shares in the event of any capitalisation issue, bonus issue, sub-division or share consolidation, rights issue of the Company using the methods as stipulated under the Incentive Scheme (Draft);
4. Authorise the Board to grant the restricted shares to the participants if they are qualified for the conditions, and to handle all necessary matters in respect of the grant of restricted shares, including the entering into the Agreement on Grant of Restricted Shares with the participants;

5. Authorise the Board to review and confirm the unlocking qualification of the participants and the unlocking conditions, and agree the Board to authorise such right to the Remuneration and Appraisal Committee;
 6. Authorise the Board to determine whether restricted shares for the participants can be unlocked;
 7. Authorise the Board to handle all necessary matters in respect of unlocking restricted shares for the participants, including but not limited to the application of unlocking to stock exchange and the application of clearing business to clearing houses;
 8. Authorise the Board to determine whether to recover gains arising from unlocking restricted shares for the participants in accordance with the rules under the Incentive Scheme and to handle all necessary matters;
 9. Authorise the Board to handle matters in respect of the changes and termination of the Incentive Scheme, including but not limited to cancellation of unlocking qualification of the participants, repurchase and cancellation of restricted shares not yet been unlocked of the participants, inheritance of restricted shares not yet been unlocked of the dead participant, and termination of the Incentive Scheme;
 10. Authorise the Board to manage and adjust the Incentive Scheme, and to formulate or amend the management and implementation rules of the Incentive Scheme from time to time on the premise of maintaining consistent terms with those under the Incentive Scheme. However, if such amendments made under the requirements of laws, regulation or relevant regulatory authorities are subject to approval by the general meeting and/or relevant regulatory authorities, such amendments made by the Board must obtain relevant approval;
 11. Authorise the Board to handle matters in respect of the implementation of the Incentive Scheme, including but not limited to matters involving amendments to the Articles of Association and registration of changes in registered capital such as unlocking of restricted shares, repurchase and share cancellation;
 12. Authorise the Board to handle other necessary matters in respect of the implementation of the Incentive Scheme, except for those rights to be exercised by the general meeting as stipulated under relevant documents.
- (II) It is proposed to the general meeting to grant the authorisation to the Board to handle

procedures regarding the review, registration, filing, approval and consent of relevant government authorities or institutions in relation to the Incentive Scheme; to sign, execute, amend and complete documents to be submitted to relevant government authorities, institutions, organisation or individual; and to conduct any necessary, proper or appropriate act in relation to the Incentive Scheme.

(III) It is proposed to the general meeting to grant the authorisation to the Board to appoint financial consultant, bank of receipt, accountant, lawyer, security firm and other intermediary institution for the implementation of the Incentive Scheme.

(IV) It is proposed to the general meeting to agree that the validity term of authorisations to the Board shall be same as that of the Incentive Scheme.

Except for matters subject to approval by Board resolutions in accordance with specific rules under laws, administrative measures, constitutional and regulatory documents of China Securities Regulatory Commission, the Incentive Scheme (Draft) or the Articles of Association, other matters in respect of the above authorisation can be exercised directly by the chairman or his delegated representative on behalf of the Board.

Upon obtaining the approvals from the State-owned Assets Supervision and Administration Office of the People's Government of Shouguang City, the resolution shall be submitted to the 2020 second extraordinary general meeting, the 2020 first class meeting for shareholders of domestic listed shares and the 2020 first class meeting for shareholders of overseas listed shares for consideration and approval.

Related party Directors, namely Mr. Chen Hongguo, Mr. Hu Changqing and Mr. Li Xingchun, are the Participants of the Incentive Scheme, and therefore have abstained from voting. Other non-related party Directors have voted on this resolution.

The voting result of this resolution: votes for: 5; votes against: 0; votes abstained: 0.

IV. Resolution in relation to the convene of the 2020 second extraordinary general meeting and the 2020 first class meetings for shareholders of domestic and overseas listed shares was considered and approved

The Board of the Company agreed to convene the 2020 second extraordinary general meeting and the 2020 first class meetings for shareholders of domestic and overseas listed shares.

The voting result of this resolution: votes for: 8; votes against: 0; votes abstained: 0.

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

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited

30 March 2020