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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 Resolution of the 15th Meeting of the Seventh Session of the Board of Directors” dated 28 April 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
29 April 2016

As at the date of this announcement, the executive Directors are Mr. Chen Hongguo, Mr. Yin Tongyuan, Mr. Li Feng, Mr. Geng Guanglin, Mr. Hou Huancai and Mr. Zhou Shaohua, the non-executive Directors are Mr. Wang Xiaoqun and Ms. Yang Guihua, and the independent non-executive Directors are Mr. Wang Aiguo, Mr. Zhang Zhiyuan, Ms. Zhang Hong and Ms. Pan Ailing.

* *For identification purposes only*

Stock abbreviation:
Chenming Paper Chenming B

Stock code:
000488 200488

Announcement No.:
2016-063

SHANDONG CHENMING PAPER HOLDINGS LIMITED

Announcement in respect of Resolution of the 15th Meeting of the Seventh 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 15th meeting of the seventh session of the Board of Shandong Chenming Paper Holdings Limited (“the Company”) was despatched to all Directors in writing and by post on 18 April 2016, and the said meeting was held by means of communication on 29 April 2016. 12 Directors were entitled to be present at the meeting and 12 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 resolution of this Board meeting was considered and passed unanimously by the Directors present at the meeting:

I. The resolution in relation to appointment and re-appointment of Directors was considered and approved

Pursuant to the relevant provisions of the Companies Law and the articles of association of the Company, the term of the seventh session of the Board of the Company shall end on 16 May 2016, and the Board has resolved to appoint and re-appoint the Directors of the Company. Upon election by the nomination committee of the Board, there are 11 candidates nominated for Directors of this session of the Board with a term of three years (biographical details attached in the following pages), of which 5 are executive Directors, 4 are independent non-executive Directors and 2 are non-executive Directors. Chen Hongguo, Yin Tongyuan, Li Feng, Geng Guanglin and Wang Chunfang are nominated as candidates for executive Directors of the eighth session of the Board of the Company; Pan Ailing, Wang Fengrong, Huang Lei and Liang Fu are nominated as candidates for independent non-executive Directors of the eighth session of the Board of the Company; Yang Guihua and Zhang Hong are nominated as candidates for non-executive Directors of the eighth session of the Board of the Company. In addition, the Chairman of the Board has been authorised to enter into directors’ service contracts with the members of the new session of the Board on behalf of the Company.

The voting result of this resolution: votes for: 12; votes against: 0; votes abstained: 0.

The resolution shall be submitted to the 2015 annual general meeting for consideration. Pursuant to the requirements of the Articles of Association, this election of Directors shall be voted by cumulative voting.

The Company will submit the information on the aforesaid candidates for independent non-executive Directors to the Shenzhen Stock Exchange and then tabled at the general meeting for consideration and voting if such information is approved by the Shenzhen Stock Exchange without dissent.

Notice is hereby given.

The Board of Shandong Chenming Paper Holdings Limited
29 April 2016

Biographies are attached as follows:

The biographies of the proposed executive Directors:

Mr. Chen Hongguo, aged 51, is a member of the Communist Party of the PRC. He graduated from Shandong Institute of Light Industry with 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 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 has been the chairman of the Company since 2001 and concurrently serves as the general manager of the Company since August 2010.

Mr. Chen Hongguo currently holds 6,434,527 A Shares of the Company, and concurrently serves as the chairman and general manager of Shouguang 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. Except for the 6,434,527 A Shares of the Company held directly by himself personally, he is also deemed to hold the 429,348 A Shares of the Company held by his spouse, Ms. Li Xueqin. Besides, Mr. Chen Hongguo and his spouse together hold 43% equity interest in Shouguang Henglian Enterprise Investment Co., Ltd. (a shareholder of Shouguang Chenming Holdings Company Limited). Therefore, approximately 18.65% equity interest in Shouguang Chenming Holdings Company Limited (the controlling shareholder of the Company) held by Shouguang Henglian Enterprise Investment Co., Ltd. is deemed to be held by Mr. Chen Hongguo. Mr. Chan Hongguo has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company. He 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. Yin Tongyuan, aged 58, is a member of the Communist Party of PRC. He graduated from Shandong Institute of Light Industry with a bachelor's degree. He is a senior engineer and an external advisor to Master's degree students of Shandong Institute of Light Industry. He was awarded titles including "Eminent Entrepreneur in Shandong Province" (山東省優秀企業家) and "Model Worker in Light Industry in China"(全國輕工勞動模範). He joined the Company in 1982 and held different positions including the chief officer of manufacturing section, director of technology department, deputy factory chief, standing deputy factory chief and general manager. He is currently the vice chairman of the Company.

Mr. Yin Tongyuan currently holds 2,423,640 A Shares of the Company, and concurrently serves as a director of Shouguang Chenming Holdings Limited (the controlling shareholder of the Company). He has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company. He 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. Li Feng, aged 43, is a member of the Communist Party of PRC. He graduated with a university diploma and was awarded the title "Model Worker in Light Industry in China" (全國輕工系勞動模範). He joined the Company in 1992 and held different positions including the chief officer of manufacturing section, assistant to general manager, deputy general manager of Shandong Chenming Paper Group Qihe Paperboard Co., Ltd., deputy general manager and chairman of Wuhan Chenming Hanyang Paper Co., Ltd. He is currently an executive Director and a deputy general manager of the Company.

Mr. Li Feng currently holds 471,818 A Shares of the Company, and concurrently serves as a director of Shouguang Chenming Holdings Limited (the controlling shareholder of the Company). He has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company. He 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 Dishonesty” jointly issued by eight ministries and commissions in 2014.

Mr. Geng Guanglin, aged 42, 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 chief of manufacturing section of the Company, deputy general manager of Chibi Chenming Paper Co., Ltd., chairman of Wuhan Chenming Hanyang Paper Co., Ltd., chairman of Jilin Chenming Paper Co., Ltd and Jiangxi Chenming Paper Co., Ltd. He currently serves as a Director and a deputy general manager of the Company and is in charge of the work relating to Shouguang Chenming.

Mr. Geng Guanglin currently holds 437,433 A shares of the Company, and concurrently serves as a director of Shouguang Chenming Holdings Limited (the controlling shareholder of the Company). He has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company. He 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. Wang Chunfang, aged 40, is a member of the Communist Party of PRC. He graduated with a bachelor’s degree. He was a student of the CFO class of Cheung Kong Graduate School of Business. He joined the Company in 1997 and had held different positions including a financial executive of a sales branch and a financial controller, audit controller and financial director of sales head office of the Company, chief and controller of comprehensive management department, a financial controller of Jilin Chenming Paper Co., Ltd., an assistant to the general manager of the Company and chief of the finance department of the Company. He has been the financial controller of the Company since 2008 and concurrently serves as the secretary to the Board of the Company since October 2012. He is currently the secretary to the Board and a deputy general manager of the Company.

Mr. Wang Chunfang currently holds 100,000 B Shares and 30,000 H Shares of the Company, and concurrently serves as a chairman of the Finance Company and Financial Leasing Company. He has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company. He has no related party relationship with the listed company or its controlling shareholder and de-facto controller. He has not been reprimanded by China securities regulatory and management authorities and other related departments nor disciplined by any stock exchange. He has no related party relationship with the shareholders and de-facto controller holding more than 5% of the shares of the Company. He did not serve 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 Dishonest” jointly issued by eight ministries and commissions in 2014.

The biographies of the proposed independent non-executive Directors:

Ms. Pan Ailing, aged 51, is a Ph.D. in Economics and obtained a post-doctoral degree in Financial Management. She is currently a professor of the School of Management, an advisor to doctoral students, the chief of the Department of Accounting and the chief of the Investment and Financing Research Centre (投融資研究中心) in Shandong University and a non-practising member of CICPA (Chinese Institute of Certified Public Accountants). She is also a director of the Accounting Institute, Shandong Province (山東省會計學會), a council member of Shandong Comparative Management Association, a visiting professor at Soochow University in Taiwan, a visiting scholar at University of Connecticut in the United States and a state-level candidate for New Century Ten Million Talent Project (新世紀「百千萬人才工程」). She is a specialist entitled to the State Council Special Allowance (國務院政府特貼專家), and a Young and Middle-aged Expert with Outstanding Contributions in Shandong Province (山東省有突出貢獻的中青年專家). She is the chief expert of the Major Tender Projects of National Social and Science Fund (國家社科基金重大招標課題首席專家). She has finished various research projects at national and provincial level and published more than 80 academic papers. She is also an independent director of Sinotruck Jinan Truck Co., Ltd. (中國重汽集團濟南卡車股份有限公司) and Inspir Software Co., Ltd. She has been serving as an independent non-executive Director of the Company since May 2013.

Ms. Pan Ailing currently does not hold any Shares of the Company. She has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company, controlling shareholder and de-facto controller of the Company as well as the shareholders and de-facto controller holding more than 5% of the shares of the Company. She has not been reprimanded by China securities regulatory and management authorities and other related departments nor disciplined by any stock exchange. She 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.

Ms. Wang Fengrong, aged 47, is a Ph.D. in Economics and a visiting scholar at West Virginia University in the United States. . She was previously a lecturer at the Department of Finance of Shandong Economic University (山東經濟學院財金系) and an associate professor at the Economic Research Center of Shandong University (山東大學經濟研究中心). She currently holds positions including professor and advisor to doctoral students at the Economic Research School of Shandong University (山東大學經濟研究院) and Shandong School of Development at Shandong University (山東大學山東發展研究院), evaluation experts in both National Social Science Fund and National Natural Science Foundation of China, as well as guest analyst regarding policy implementation of currency and credit matters for the Jinan branch of the People’s Bank of China. She has finished various research projects at national and provincial level and published more than 60 academic papers on CSSCI academic journals. Her research was included in the National Achievements Library of Philosophy and Social Sciences. She concurrently serves as an independent director of Shandong Xinneng Taishan Power Generation Co., Ltd. (山東新能泰山發電股份有限公司) and Shandong Denghai Seeds Co., Ltd.

Ms. Wang Fengrong currently does not hold any Shares of the Company. She has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company, controlling shareholder and de-facto controller of the Company as well as the shareholders and de-facto controller holding more than 5% of the shares of the Company. She has not been reprimanded by China securities regulatory and management authorities and other related departments nor disciplined by any stock exchange. She 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. Huang Lei, aged 59, is a Ph.D. in Economics and a professor. He was the chief of the Department of Finance and the dean of School of Finance in Shandong University of Finance (山東財政大學). He currently holds positions including the dean of School of Finance in Shandong University of Finance and Economics, the director of the professor committee and the deputy director of the academic committee of Shandong University of Finance and Economics, a member of the Guiding Committee on Education of Financial Majors (金融學類專業教學指導委員會) of the Ministry of Education, a deputy director of the Collaborative Innovation Centre for Financial Optimisation and Regional Development in Shandong (山東金融產業優化與區域管理協同創新中心), a director of the Taishan Capital Market Research Center (泰山資本市場研究中心) of the Shandong University of Finance and Economics, a director of the Shandong Capital Market Training Fund (山東資本市場人才培訓基金) as well as an independent director of the Shandong Luqiao and WanJia Asset Management Co., Ltd.

Mr. Huang Lei currently does not hold any Shares of the Company. He has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company, controlling shareholder and de-facto controller of the Company as well as the shareholders and de-facto controller holding more than 5% of the shares of the Company. He 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.

Ms. Liang Fu, aged 48, is a professor, an advisor to doctoral students and a Young and Middle-aged Expert with Outstanding Contributions in Shandong Province (山東省有突出貢獻的中青年專家). She served as a deputy professor, a professor and an advisor to masters students of the business school of Shandong University of Finance, a professor, an advisor to masters students and an advisor to doctoral students of the business school of Shandong University of Finance and Economics and a company president and experienced in start-up, development, mergers and

acquisitions and listing. She published three academic papers on CSSCI, a major academic journal in the PRC. She had one case included in the China Management Case-sharing Center and was in charge of two provincial level topics. She currently holds positions including an evaluation expert in National Social Science Fund, a support specialist in the decision-making of the information industry in the PRC, a director of Shandong Economic Association (山東省經濟學會), an executive director of Shandong Management Association (山東省管理學會) as well as an independent director of Shandong Shengli Co., Ltd.

Ms. Liang Fu currently does not hold any Shares of the Company. She has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company, controlling shareholder and de-facto controller of the Company as well as the shareholders and de-facto controller holding more than 5% of the shares of the Company. She has not been reprimanded by China securities regulatory and management authorities and other related departments nor disciplined by any stock exchange. She 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.

The biographies of the proposed non-executive Directors:

Ms. Yang Guihua, aged 50, holds a doctoral degree. She served as a technician with Jinan Advanced Tissue Paper Factory (濟南高級薄頁紙廠), a teacher at Light Chemistry and Environmental Engineering College, Qilu University of Technology and the leader of the key laboratory for Green Chemistry Technology of Pulping and Papermaking and Utilisation of Biomass (製漿造紙綠色化學技術與生物質資源化利用) of the Ministry of Education. She is a professor of Qilu University of Technology, a national class candidate of National Hundred, Thousand and Ten Thousand Talent Project (百千萬人才工程), a National Young and Middle-aged Expert with Outstanding Contributions (國家有突出貢獻中青年專家), a specialist who enjoys the State Council Special Allowance (國務院特殊津貼專家), a chief expert of Shandong higher education, a Tenth-batch Top Talent in Professional Technology of Jinan (濟南市第十批專業技術拔尖人才), a standing director of Shandong Technical Association of Paper Industry, a member of China Technical Association of Paper Industry, a member of American Chemical Society and a member of Society of Chemistry and Chemical Engineering of Forest Products, Chinese Society of Forestry. She has been serving as a non-executive Director of the Company since May 2014. 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.

Ms. Yang Guihua currently does not hold any Shares of the Company. She has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company, controlling shareholder and de-facto controller of the Company as well as the shareholders and de-facto controller holding more than 5% of the shares of the Company. She has not been reprimanded by China securities regulatory and management authorities and other related departments nor disciplined by any stock exchange. She complies with the conditions serving as a Director under the relevant laws, regulations and provisions including the Companies Law.

Ms. Zhang Hong, aged 51, is a Ph. D. in Economics and currently a professor and advisor to doctoral students at Shandong University, head of a multinational corporation research institute, non-practising member of the Chinese Institute of Certified Public Accountants, director of China Association of International Trade, director of Shandong Province External Trade Association and independent director of Shandong Gettop Acoustic Co., Ltd. She has been serving as an independent non-executive Director of the Company since April 2010.

Ms. Zhang Hong currently does not hold any Shares of the Company. She has no related party relationship with any other Directors and Supervisors that are proposed to be employed by the Company, controlling shareholder and de-facto controller of the Company as well as the shareholders and de-facto controller holding more than 5% of the shares of the Company. She has not been reprimanded by China securities regulatory and management authorities and other related departments nor disciplined by any stock exchange. She 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.