

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

VOLUNTARY ANNOUNCEMENT
POTENTIAL DISCLOSEABLE TRANSACTION

POTENTIAL GUARANTEES

To effectively promote the orderly resumption of work and production at the Company's main manufacturing base, enhance the Company's ability to continue operations, and properly resolve debt risks, the governments of Weifang and Shouguang exclusively established Weifang Xingchen, a state-wholly-owned company. To secure the Company's production and operational funding needs, Weifang Xingchen has partnered with financial institutions to obtain a syndicated loan amounting to RMB2.31 billion, specifically for the Company's resumption of work and production. All participating banks have completed the approval process for such syndicated loan.

To satisfy the drawdown conditions of the loan, Shouguang Kunhe, the Company's subsidiary, proposes to provide mortgage guarantee for syndicated loan granted to Weifang Xingchen with a part of land and properties held by it and located in Shouguang City, with a guarantee amount of no more than RMB206.3541 million and a guarantee term not exceeding five years. Chenming Leasing, the Company's subsidiary, proposes to provide mortgage guarantee for syndicated loan granted to Weifang Xingchen with a part of land and properties held by it and located in Shouguang City, with a guarantee amount of no more than RMB23.345 million and a guarantee term not exceeding five years.

To meet the funding needs for the production and operation of Jilin base, Jilin Xingchen, Weifang Xingchen's wholly-owned subsidiary, will cooperate with the Jilin Jiying Sub-branch of Bank of Jilin Co., Ltd. to obtain loan. To ensure the smooth implementation of such borrowing, the Company proposes to provide a joint and several liability guarantee for Jilin Xingchen. Jilin Chenming, the Company's subsidiary, proposes to provide mortgage guarantee for Jilin Xingchen with the land and properties held by it and located at No. 1 Chenming Road, Longtan District, Jilin City, with a guarantee amount of no more than RMB240 million and a guarantee term not exceeding five years.

The aforesaid mortgaged assets are free from any mortgage, pledge, or other third-party rights, and are not subject to any material dispute, litigation, or arbitration in relation to such assets, nor are they subject to any judicial measures such as seizure or freezing.

FORMAL AGREEMENTS

As at the date of this announcement, no legally binding agreements have been entered into in respect of the Potential Guarantees, which may or may not proceed.

INFORMATION ON WEIFANG XINGCHEN

Weifang Xingchen is a state-controlled company with limited liability established under the laws of the PRC. Its business scope includes general items: sales of metal materials; investment activities with self-owned funds; sales of pulp; sales of non-metallic minerals and products; sales of coal and coal products; import and export of goods; import and export of technologies; sales of synthetic fibres; sales of paper products; sales of special equipment for pulp and paper making; sales of textiles and raw materials; sales of chemical products (excluding licensed chemical products); sales of cork products; supply chain management services; labour services (excluding labour dispatch); domestic freight forwarding agent; domestic container cargo transportation agency; general cargo warehousing services (excluding hazardous chemicals and other items that require approval); loading, unloading and transportation; packaging services; operation of road cargo transportation stations; Internet of Things application services; industrial park management services; road cargo transport (except network cargo and dangerous goods) by general cargo vehicles with a total weight of 4.5 tons or less; cargo transportation and packing services; railway transportation auxiliary activities; air transport cargo packing services; and transportation equipment leasing services. (Except for items subject to approval by laws, business activities can be conducted independently with the business license in accordance with the laws) licensed items: operation of hazardous chemicals. (For items subject to approval by laws, business activities can only be conducted after obtaining approval(s) from the relevant departments, and specific businesses shall be subject to the approval documents or license documents granted by the relevant departments.) As at the date of this announcement, Shandong Provincial Department of Finance indirectly holds 33.34% equity interest in Weifang Xingchen, Finance Bureau of Shouguang City* (壽光市財政局) indirectly holds 33.32% equity interest in Weifang Xingchen, and Municipal Government Investment and Financing Management Centre of Weifang* (濰坊市政府投融資管理中心) indirectly holds 33.34% equity interest in Weifang Xingchen. As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the ultimate beneficial owner of Weifang Xingchen is a third party independent of the Company and its connected persons.

Weifang Xingchen was established on 28 December 2024 and has no financial data for the latest past year. As of 30 June 2025, the total assets, total liabilities and net assets of Weifang Xingchen amounted to RMB1,158.0241 million, RMB155.0945 million and RMB1,002.9295 million, respectively. The revenue, total profit and net profit for the period from January to June 2025 amounted to RMB344.3231 million, RMB3.9060 million and RMB2.9295 million, respectively (unaudited, the discrepancy between the total and the sum of the individual items is due to rounding). Weifang Xingchen is not a dishonest person subject to enforcement.

INFORMATION ON JILIN XINGCHEN

Jilin Xingchen is a company established under the laws of the PRC with limited liability. Its business scope includes the sales of paper products; sales of pulp; supply chain management services; corporate credit management consulting services; investment activities with self-owned funds; sales of metal materials, sales of non-metallic minerals and products, sales of coal and coal products; import and export of goods; import and export of technologies; sales of synthetic fibres; sales of special equipment for pulp and paper making; sales of textiles and raw materials; sales of chemical products (excluding licensed chemical products); sales of cork products; labour services (excluding labour dispatch); domestic freight forwarding agent; domestic container cargo transportation agency; general cargo warehousing services (excluding hazardous chemicals and other items that require approval); loading, unloading and transportation; packaging services; operation of road cargo transportation stations; Internet of Things application services; industrial park management services; road cargo transport (except network cargo and dangerous goods) by general cargo vehicles with a total weight of 4.5 tons or less; cargo transportation and packing services; railway transportation auxiliary activities; air transport cargo packing services; and transportation equipment leasing services. As at the date of this announcement, Jilin Xingchen is a wholly-owned subsidiary of Weifang Xingchen and has not yet commenced any business operations. Jilin Xingchen is not a dishonest person subject to enforcement.

REASONS FOR AND BENEFITS OF THE POTENTIAL GUARANTEES

Weifang Xingchen and Jilin Xingchen are wholly state-owned subsidiaries established by governments at city and county levels of Weifang City specifically to assist the Company in resolving its debt risks and promoting the resumption of work and production. The Group proposes to provide guarantees for Weifang Xingchen and Jilin Xingchen to ensure the smooth progress of their financing activities, with a view to providing stable funding support for the Company's resumption of work and production, ensuring the timely procurement and supply of production materials, facilitating the orderly restoration of normal production at the Company's production bases, enhancing the Company's profitability and debt repayment capability, effectively mitigating the Company's debt risks, and achieving sustainable and steady operations. Neither Weifang Xingchen nor Jilin Xingchen has provided any counter-guarantee, they have sound credit standing with no default risk, and there are no circumstances that would prejudice the interests of the Company and its shareholders, in particular minority shareholders.

AGGREGATE AMOUNT OF EXTERNAL GUARANTEES AND AMOUNT OF OVERDUE GUARANTEES

As of the date of this announcement, the aggregate balance of external guarantees provided by the Group was RMB20,291 million, accounting for 221.61% of the latest audited net assets of the Company. In particular, the aggregate balance of guarantees provided by the Group to the entities outside the scope of the consolidated financial statements was RMB824 million, accounting for 9.00% of the latest audited net assets of the Company; the amount of overdue guarantees was RMB2,092 million, the amount of guarantees involved in litigations was RMB1,636 million, and the amount of guarantees to be borne due to adverse judgments was RMB649 million.

GENERAL

The Potential Guarantees may constitute a notifiable transaction of the Company under the Listing Rules if they materialise. If formal agreements are entered into by the parties or there are any material developments in relation to the Potential Guarantees, the Company will make further announcement in accordance with the Listing Rules as and when appropriate.

Pursuant to the relevant requirements of the Shenzhen Stock Exchange, the Potential Guarantees are subject to approval at the general meeting of the Company.

Shareholders and potential investors of the Company should note that the Potential Guarantees may or may not materialise as no formally binding agreements have been executed among the parties. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

| | |
|--------------------|---|
| “Board” | the board of Directors of the Company |
| “Chenming Leasing” | Shandong Chenming Financial Leasing Co., Ltd.* (山東晨鳴融資租賃有限公司), a limited liability company incorporated in the PRC and a subsidiary of the Company |
| “Company” | Shandong Chenming Paper Holdings Limited* (山東晨鳴紙業集團股份有限公司), a joint stock limited liability company incorporated in the PRC whose H shares are listed on the main board of the Stock Exchange (HKEx Stock Code: 1812) |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Jilin Chenming” | Jilin Chenming Paper Co., Ltd.* (吉林晨鳴紙業有限責任公司), a limited liability company incorporated in the PRC and a subsidiary of the Company |
| “Jilin Xingchen” | Jilin Xingchen Paper Co., Ltd.* (吉林興晨紙品有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of Weifang Xingchen |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

| | |
|------------------------|--|
| “Potential Guarantees” | guarantees to be provided by the Group to Weifang Xingchen and Jilin Xingchen |
| “PRC” | the People’s Republic of China, and for the purposes of this announcement, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan of the PRC |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Shouguang Kunhe” | Shouguang Kunhe Trading Co., Ltd.* (壽光坤和貿易有限公司), a limited liability company incorporated in the PRC and a subsidiary of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Weifang Xingchen” | Weifang Xingchen Trading Co., Ltd.* (濰坊市興晨經貿有限公司), a state-controlled limited liability company incorporated in the PRC |
| “%” | percentage |

By order of the Board
Shandong Chenming Paper Holdings Limited
Hu Changqing
Chairman

Hong Kong, 10 October 2025

As at the date of this announcement, the executive Directors are Mr. Hu Changqing, Mr. Li Xingchun, Mr. Li Feng and Mr. Li Weixian; 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, Mr. Yang Biao and Mr. Li Zhihui.

* For identification purposes only