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)

DISCLOSEABLE TRANSACTION IN RELATION TO THE PROVISION OF EXTERNAL GUARANTEE

GUARANTEES

Reference is made to the Announcement in relation to the intended provision of mortgage guarantees by the Group for the syndicated loan of RMB2.31 billion granted to Weifang Xingchen specifically for the Company's resumption of work and production, and the intended provision of joint and several liability guarantee and mortgage guarantee by the Group for the loan granted to Jilin Xingchen.

The Board is pleased to announce that on 28 October 2025, (1) Chenming Leasing entered into Mortgage Agreement 1 with the Mortgagees, pursuant to which Chenming Leasing agreed to provide mortgage guarantee for Weifang Xingchen with a part of land and properties held by it and located in Shouguang City; (2) Shouguang Kunhe entered into Mortgage Agreement 2 with the Mortgagees, pursuant to which Shouguang Kunhe agreed to provide mortgage guarantee for Weifang Xingchen with a part of land and properties held by it and located in Shouguang City; (3) Jilin Chenming entered into Mortgage Agreement 3 with Bank of Jilin Jiying Branch, pursuant to which Jilin Chenming agreed to provide mortgage guarantee for Jilin Xingchen with the land and properties held by it and located in Jilin City; and (4) the Company entered into the Guarantee Agreement with Bank of Jilin Jiying Branch, pursuant to which the Company agreed to provide a joint and several liability guarantee for Jilin Xingchen.

LISTING RULES IMPLICATIONS

As the Security Agreements were all entered into on the same date, the Guarantees provided under the Security Agreements are required to be aggregated pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio in respect of the aggregated Guarantees provided by the Guarantors exceeds 5% but all applicable percentage ratios are less than 25% under Rule 14.07 of the Listing Rules, the provision of the Guarantees constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but exempt from the Company's shareholders' approval requirement under Chapter 14 of the Listing Rules.

PROVISION OF THE GUARANTEES

Reference is made to the Announcement in relation to the intended provision of mortgage guarantees by the Group for the syndicated loan of RMB2.31 billion granted to Weifang Xingchen specifically for the Company's resumption of work and production, and the intended provision of joint and several liability guarantee and mortgage guarantee by the Group for the loan granted to Jilin Xingchen.

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The principal terms of the Security Agreements are as follows:

Mortgage Agreement 1

Date	28 October 2025
Parties	Chenming Leasing (as the mortgagor); and The Mortgagees (as the mortgagees)
Guaranteed debt	The creditor's rights under the syndicated loan contract or other legal documents that entered into with Weifang Xingchen from time to time for providing loan facilities to it by the Mortgagees, including but not limited to all principal, interest, liquidated damages, compensation, debt interest that should be doubled during the period of delayed performance of effective legal documents such as judgment or mediation, other payments that the debtor should make to the mortgagees, expenses incurred by mortgagees in enforcing creditor's rights and guarantee rights, losses caused to the mortgagees due to the debtor/the guaranteed party's default, and all other payable expenses.

Collateral	(1) a parcel of industrial land located in Shouguang City, Shandong Province, the PRC with a total area of 11,282 square meters. The valued amount is RMB4.039 million; (2) several industrial lands located in Shouguang City, Shandong Province, the PRC and the fixtures attached thereto with a total land use right area of 45,776.76 square meters and a total gross floor area of 229.27 square meters. The valued amount is RMB5.7037 million; (3) a parcel of industrial land located in Shouguang City, Shandong Province, the PRC and the fixtures attached thereto with a total land use right area of 648.00 square meters and a total gross floor area of 412.85 square meters. The valued amount is RMB0.6991 million; and (4) a parcel of industrial land located in Shouguang City, Shandong Province, the PRC with a total area of 33,778 square meters. The valued amount is RMB12.9032 million.
Maximum amount of guarantee	RMB23.345 million

Mortgage Agreement 2

Date	28 October 2025
Parties	Shouguang Kunhe (as the mortgagor); and The Mortgagees (as the mortgagees)
Guaranteed debt	The creditor's rights under the syndicated loan contract or other legal documents that entered into with Weifang Xingchen from time to time for providing loan facilities to it by the Mortgagees, including but not limited to all principal, interest, liquidated damages, compensation, debt interest that should be doubled during the period of delayed performance of effective legal documents such as judgment or mediation, other payments that the debtor should make to the mortgagees, expenses incurred by mortgagees in enforcing creditor's rights and guarantee rights, losses caused to the mortgagees due to the debtor/the guaranteed party's default, and all other payable expenses.

Collateral	(1) a parcel of industrial land located in Shouguang City, Shandong Province, the PRC and the title to the buildings on which are erected with a total land use right area of 100,042.00 square meters and a total gross floor area of 5,707.42 square meters. The valued amount is RMB44.2751 million; and (2) a parcel of industrial land located in Shouguang City, Shandong Province, the PRC and the title to the buildings on which are erected with a total land use right area of 233,329.00 square meters and a total gross floor area of 5,707.42 square meters. The valued amount is RMB162.079 million.
Maximum amount of guarantee	RMB206.3541 million

Mortgage Agreement 3

Date	28 October 2025
Parties	Jilin Chenming (as the mortgagor); and Bank of Jilin Jiying Branch (as the mortgagee)
Guaranteed debt	The creditor’s rights under the loan contract or other legal documents that entered into with Bank of Jilin Jiying Branch from time to time for providing loan to Jilin Xingchen, including but not limited to principal, interest, liquidated damages, compensation, expenses incurred in enforcing creditor’s rights, losses caused to the lender due to the borrower's breach of the main contract, and all other payable expenses.
Collateral	Several lands located in No. 1 Chengming Road (Huangdi Village, Jinzhu Township) Longtan District, Jilin City, Jilin Province, the PRC, together with the property thereon, with a total area of 186,929.54 square meters. The total collateral amount is RMB216.75 million.
Loan amount under the relevant loan contract	RMB216.75 million

Guarantee Agreement

Date	28 October 2025
Parties	the Company (as the guarantor); and Bank of Jilin Jiying Branch (as the creditor)
Guaranteed debt	The creditor's rights under the loan contract or other legal documents that entered into with Bank of Jilin Jiying Branch from time to time for providing loan to Jilin Xingchen, including but not limited to principal, interest, liquidated damages, compensation, expenses incurred in enforcing creditor's rights, losses caused to the lender due to the borrower's breach of the main contract, and all other payable expenses.
Method of guarantee	Joint and several liability guarantee
Guarantee term	3 years from the date of expiration of the performance period of the guaranteed debt
Loan amount under the relevant loan contract	RMB216.75 million

There is no mortgage, pledge or other third-party rights for the aforesaid mortgaged assets, no major disputes, lawsuits or arbitration matters involving relevant assets, and no judicial measures such as seizure and freezing.

REASONS FOR AND BENEFITS OF THE GUARANTEES

As disclosed in the Announcement, 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 provides the 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.

The Board is of the view that the terms of the Security Agreements were determined after arm's length negotiations between the Parties, entered into on normal commercial terms or better, and are fair and reasonable and in the interest of the Company and its shareholders as a whole.

No Director has a material interest in the Security Agreements that would be required to abstain from voting at the Board meeting for the approval of the Guarantees.

INFORMATION ON THE GROUP AND THE MORTGAGORS

The Group is primarily engaged in the production and sale of paper products. Chenming Leasing, Shouguang Kunhe and Jilin Chenming, as mortgagors for the Guarantees, are indirect wholly-owned subsidiaries of the Company.

Chenming Leasing is a limited liability company incorporated in the PRC, primarily engaged in the financial leasing business.

Shouguang Kunhe is a limited liability company incorporated in the PRC, primarily engaged in the trading business.

Jilin Chenming is a limited liability company incorporated in the PRC, primarily engaged in the papermaking business.

INFORMATION ON MORTGAGEES

China Construction Bank Shouguang Sub-branch

China Construction Bank is a joint stock company incorporated in the PRC. China Construction Bank is listed on the Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939). China Construction Bank's principal business segments include corporate banking, personal banking, treasury and asset management, as well as other businesses such as overseas commercial banking operations. China Construction Bank Shouguang Sub-branch is a sub-branch of China Construction Bank.

Bank of Communications Weifang Branch

Bank of Communications is a joint stock company incorporated in the PRC. Bank of Communications is listed on the Stock Exchange (stock code: 3328) and the Shanghai Stock Exchange (stock code: 601328). Bank of Communications mainly engages in the provision of comprehensive financial services, including deposits and loans, supply chain finance, cash management, international settlement and trade finance, investment banking, asset custody, wealth management, bank cards, private banking, and treasury operations. Bank of Communications Weifang Branch is a branch of Bank of Communications.

Industrial Bank Weifang Branch

Industrial Bank is a joint stock company incorporated in the PRC, with its shares listed on the Shanghai Stock Exchange (stock code: 601166). Industrial Bank's principal businesses cover modern comprehensive financial services, including trust, fund, futures, financial leasing, bank wealth management, consumer finance, and asset management. Industrial Bank Weifang Branch is a branch of Industrial Bank.

Agricultural Bank of China Shouguang Branch

Agricultural Bank of China is a joint stock company incorporated in the PRC, with its shares listed on the Stock Exchange (stock code: 1288) and the Shanghai Stock Exchange (stock code: 601288). Agricultural Bank of China mainly provides a wide range of corporate and retail banking products and services, as well as engages in treasury operations and asset management. Its business scope also covers investment banking, fund management, financial leasing, and life insurance. Agricultural Bank of China Shouguang Branch is a branch of Agricultural Bank of China.

China Bohai Bank Jinan Branch

China Bohai Bank is a joint stock company incorporated in the PRC with limited liability. China Bohai Bank is listed on the Stock Exchange (stock code: 09668). The business scope of China Bohai Bank includes absorption of public deposit, making loans, domestic and overseas settlement and other activities. China Bohai Bank Jinan Branch is a branch of China Bohai Bank.

Bank of China Shouguang Branch

Bank of China is a joint stock company incorporated in the PRC with limited liability. Bank of China is listed on the Stock Exchange (stock code: 03988) and the Shanghai Stock Exchange (stock code: 601988). Bank of China is principally engaged in the commercial banking business which provides services such as accepting deposits, making loans and offering basic investment products. Bank of China Shouguang Branch is a branch of Bank of China.

ICBC Shouguang Branch

ICBC is a joint stock company incorporated in the PRC with limited liability. ICBC is listed on the Stock Exchange (stock code: 01398) and the Shanghai Stock Exchange (stock code: 601398). ICBC is principally engaged in the commercial banking business which provides wide range of financial products and services to global customers. ICBC Shouguang Branch is a branch of ICBC.

SPD Bank Weifang Branch

SPD Bank is a joint stock company incorporated in the PRC with limited liability, and its shares are listed on the Shanghai Stock Exchange (stock code: 600000). The principal business of SPD Bank is to provide banking services to corporate and individuals, engage in funding business and provide assets management and other financial services. SPD Bank Weifang Branch is a branch of SPD Bank.

Bank of Jilin Jiying Branch

Bank of Jilin is a joint stock company incorporated in the PRC with limited liability. The business scope of Bank of Jilin includes absorption of public deposit, making loans, domestic and overseas settlement and other activities. As shareholders of holding over 5% equity interests in Bank of Jilin, Jilin Financial Holding Group Co., Ltd. (吉林省金融控股集團股份有限公司), Hana Bank Company Limited (韓亞銀行股份有限公司), Changchun Rongxing Economic Development Co., Ltd. (長春市融興經濟發展有限公司), Jilin Yatai (Group) Co., Ltd. and Longxiang Investment Holding Group Co., Ltd. (龍翔投資控股集團有限公司) hold 15.58%, 9.13%, 6.38%, 5.36% and 5.22% equity interests in Bank of Jilin, respectively. Jilin Financial Holding Group Co., Ltd. (吉林省金融控股集團股份有限公司), the controlling shareholder of Bank of Jilin, is a state-owned financial investment enterprise established with the approval of the People's Government of Jilin Province, the PRC and is ultimately controlled by Jilin Province Department of Finance. Bank of Jilin Jiying Branch is a branch of Bank of Jilin.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors after having made all enquiries, each of the aforesaid Mortgagees and its ultimate beneficial owner(s) is/are independent third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

As the Security Agreements were all entered into on the same date, the Guarantees provided under the Security Agreements are required to be aggregated pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio in respect of the aggregated Guarantees provided by the Guarantors exceeds 5% but all applicable percentage ratios are less than 25% under Rule 14.07 of the Listing Rules, the provision of the Guarantees constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but exempt from the Company's shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

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

"Agricultural Bank of China"	Agricultural Bank of China Limited
"Announcement"	the announcement of the Company dated 10 October 2025
"Bank of China"	Bank of China Limited
"Bank of Communications"	Bank of Communications Co., Ltd.
"Bank of Jilin Jiying Branch"	Bank of Jilin Co., Ltd. Jilin Jiying Branch (吉林銀行股份有限公司吉林吉營支行)
"Bank of Jilin"	Bank of Jilin Co., Ltd.
"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
"China Bohai Bank"	China Bohai Bank
"China Construction Bank"	China Construction Bank Co., Ltd.
"Company"	Shandong Chenming Paper Holdings Limited* (山東晨鳴紙業集團有限公司), 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
"Guarantee Agreement"	the guarantee agreement entered into between the Company and Bank of Jilin Jiying Branch on 28 October 2025
"Guarantees"	guarantees provided by the Guarantors pursuant to the Security Agreements
"Guarantors"	Chenming Leasing, Shouguang Kunhe, the Company and Jilin Chenming
"ICBC"	Industrial and Commercial Bank of China Limited
"Industrial Bank"	Industrial Bank Co., Ltd.
"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
"Mortgage Agreement 1"	the mortgage guarantee agreement entered into between Chenming Leasing and the Mortgagees on 28 October 2025
"Mortgage Agreement 2"	the mortgage guarantee agreement entered into between Shouguang Kunhe and the Mortgagees on 28 October 2025
"Mortgage Agreement 3"	the mortgage agreement entered into between Jilin Chenming and Bank of Jilin Jiying Branch on 28 October 2025

"Mortgagees"	China Construction Bank Shouguang Branch, Bank of Communications Weifang Branch, Industrial Bank Weifang Branch, Agricultural Bank of China Shouguang Branch, China Bohai Bank Jinan Branch, Bank of China Shouguang Branch, ICBC Shouguang Branch and SPD Bank Weifang Branch
"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
"Security Agreements"	Mortgage Agreement 1, Mortgage Agreement 2, Mortgage Agreement 3 and Guarantee Agreement
"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
"SPD Bank"	Shanghai Pudong Development Bank Co., Ltd.
"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
Jiang Yanshan
Chairman

Hong Kong, 28 October 2025

As at the date of this announcement, the executive Directors are Mr. Jiang Yanshan, Mr. Li Weixian, Mr. Liu Peiji, Mr. Meng Feng and Ms. Zhu Yanli; the non-executive Directors are Mr. Song Yuchen and Ms. Wang Ying; and the independent non-executive Directors are Mr. Zhang Zhiyuan, Mr. Luo Xinhua, Mr. Wan Gang and Mr. Kong Pengzhi.

* *For identification purposes only*