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阳光纸业
SUNSHINE PAPER

CHINA SUNSHINE PAPER HOLDINGS COMPANY LIMITED
中國陽光紙業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2002)

CONTINUING CONNECTED TRANSACTIONS SUPPLEMENTAL AGREEMENTS TO PREVIOUS FRAMEWORK AGREEMENTS

INTRODUCTION

Reference is made to the announcement of the Company dated 2 January 2024 and the circular of the Company dated 19 February 2024 in relation to, among other things, (i) the Previous Purchase Framework Agreement entered into between Ramble Paper and Xiamen C&D with a term from its effective date to 31 December 2026, pursuant to which, Ramble Paper Group agreed to procure from Xiamen C&D Group the wood pulp materials and packaging paper products that Xiamen C&D Group is the main distributor; and (ii) the Previous Sales Framework Agreement entered into between Century Sunshine and Xiamen C&D with a term from its effective date to 31 December 2026, pursuant to which, Century Sunshine Group agreed to sell to Xiamen C&D Group the packaging paper products that Century Sunshine Group produces.

SUPPLEMENTAL AGREEMENTS

On 24 October 2025 (after trading hours), Ramble Paper and Xiamen C&D entered into the Supplemental Purchase Framework Agreement, pursuant to which the terms of the Previous Purchase Framework Agreement shall be revised as follows: (i) any member of Ramble Paper Group may place individual orders or enter into individual contracts with any member of Xiamen C&D Group to purchase coal and chemical auxiliary materials, in addition to wood pulp materials and packaging paper products that Xiamen C&D Group is the main distributor; and (ii) annual caps for the total purchase amount payable by Ramble Paper Group to Xiamen C&D Group for the Ramble Purchases shall be increased.

On 24 October 2025 (after trading hours), Century Sunshine and Xiamen C&D entered into the Supplemental Sales Framework Agreement, pursuant to which the terms of the Previous Sales Framework Agreement shall be revised such that the annual caps for the total purchase amount payable by Xiamen C&D Group to Century Sunshine Group for the Century Sunshine Sales shall be increased.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Xiamen C&D holds 100% shares of Hong Kong Paper Sources Co., Limited (香港紙源有限公司), which holds 162,000,000 Shares, representing approximately 15.21% of the Company's total issued share capital, and is a substantial shareholder of the Company. Xiamen C&D is therefore a connected person of the Company under the Listing Rules and the transactions contemplated under the Supplemental Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the annual caps under each of the Previous Purchase Framework Agreement and the Previous Sales Framework Agreement, as revised by the Supplemental Agreements, exceed 5%, the entering into of the Supplemental Agreements and the transactions contemplated thereunder will be subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee consisting of all the independent non-executive Directors will be established to consider and advise the Independent Shareholders on the Supplemental Agreements, the transactions contemplated thereunder and their respective proposed annual caps. An independent financial adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Supplemental Agreements and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better, in the ordinary and usual course of business of the Company, and in the interests of the Company and the Shareholders as a whole.

DESPATCH OF CIRCULAR

A circular containing, among other things, (i) details of the Supplemental Agreements, (ii) a letter from the Independent Board Committee to the Independent Shareholders giving its recommendations; (iii) a letter from the independent financial adviser to the Independent Board Committee and the Independent Shareholders containing its advice in relation to the Supplemental Agreements, the transactions contemplated thereunder and their respective proposed annual caps; and (iv) a notice of the EGM, is expected to be despatched to the Shareholders on or before 20 November 2025 as additional time is required for the Company to prepare the relevant information for inclusion in the circular.

INTRODUCTION

Reference is made to the announcement of the Company dated 2 January 2024 and the circular of the Company dated 19 February 2024 in relation to, among other things, (i) the Previous Purchase Framework Agreement entered into between Ramble Paper and Xiamen C&D with a term from its effective date to 31 December 2026, pursuant to which, Ramble Paper Group agreed to procure from Xiamen C&D Group the wood pulp materials and packaging paper products that Xiamen C&D Group is the main distributor; and (ii) the Previous Sales Framework Agreement entered into between Century Sunshine and Xiamen C&D with a term from its effective date to 31 December 2026, pursuant to which, Century Sunshine Group agreed to sell to Xiamen C&D Group the packaging paper products that Century Sunshine Group produces.

SUPPLEMENTAL AGREEMENTS

Supplemental Purchase Framework Agreement

On 24 October 2025 (after trading hours), Ramble Paper and Xiamen C&D entered into the Supplemental Purchase Framework Agreement. The principal terms of the Supplemental Purchase Framework Agreement are described below:

Date: 24 October 2025 (after trading hours)

Parties:
(i) Ramble Paper, as the purchaser; and
(ii) Xiamen C&D, as the seller

Revised Subject Matter: Any member of Ramble Paper Group may place individual orders or enter into individual contracts with any member of Xiamen C&D Group to purchase coal and chemical auxiliary materials, in addition to wood pulp materials and packaging paper products that Xiamen C&D Group is the main distributor.

Revised Annual Caps: Pursuant to the Supplemental Purchase Framework Agreement, the parties have agreed to revise the annual caps under the Previous Purchase Framework Agreement (the "**Purchase Annual Caps**") as follows: (i) for the financial year ending 31 December 2025, the Purchase Annual Cap shall be increased from RMB426,800,000 to RMB490,400,000; and (ii) for the financial year ending 31 December 2026, the Purchase Annual Cap shall be increased from RMB714,700,000 to RMB1,096,400,000.

Effective Date: The Supplemental Purchase Framework Agreement shall become effective after being signed by the parties and all necessary approvals (including the approval of the Independent Shareholders at the EGM) being obtained by the parties.

Save as disclosed above, all other terms of the Previous Purchase Framework Agreement remain unchanged.

Annual Caps and Basis of Determination

The unaudited historical purchase amounts for the coal, chemical auxiliary materials, wood pulp materials and packaging paper products paid by Ramble Paper Group to Xiamen C&D Group are set out below:

	For the financial year ended 31 December		
	2022	**2023**	**2024**
	(RMB'000)	*(RMB'000)*	*(RMB'000)*
Historical transaction amounts	156,227	160,719	164,400

The proposed revised Purchase Annual Caps are set out below:

	For the financial year ending 31 December	
	2025	**2026**
	(RMB'000)	*(RMB'000)*
Annual caps	490,400	1,096,400

The annual caps set out above have been determined after taking into account: (i) the addition of coal and chemical auxiliary materials to be purchased by Ramble Paper Group under the Supplemental Purchase Framework Agreement; (ii) the prevailing public market price ranges for coal, chemical auxiliary materials and other relevant materials from publicly available sources, as well as internal supplier quotations and comparative pricing data through the Company's internal information system; and (iii) the products previously procured by the Group from Xiamen C&D Group are with stable and reliable quality.

Supplemental Sales Framework Agreement

On 24 October 2025 (after trading hours), Century Sunshine and Xiamen C&D entered into the Supplemental Sales Framework Agreement. The principal terms of the Supplemental Sales Framework Agreement are described below:

Date: 24 October 2025 (after trading hours)

Parties: (i) Xiamen C&D, as the purchaser; and

(ii) Century Sunshine, as the seller

Revised Annual Caps:	Pursuant to the Supplemental Sales Framework Agreement, the parties have agreed to revise the annual caps under the Previous Sales Framework Agreement (the "**Sales Annual Caps**") as follows: (a) for the financial year ending 31 December 2025, the Sales Annual Cap shall be increased from RMB590,100,000 to RMB682,000,000; and (b) for the financial year ending 31 December 2026, the Sales Annual Cap shall be increased from RMB657,200,000 to RMB851,000,000.
Effective Date:	The Supplemental Sales Framework Agreement shall become effective after being signed by the parties and all necessary approvals (including the approval of the Independent Shareholders at the EGM) being obtained by the parties.

Save as disclosed above, all other terms of the Previous Sales Framework Agreement remain unchanged.

Annual Caps and Basis of Determination

The unaudited historical purchase amounts for the packaging paper products paid by Xiamen C&D Group to Century Sunshine Group are set out below:

	For the financial year ended 31 December		
	2022	**2023**	**2024**
	(RMB'000)	*(RMB'000)*	*(RMB'000)*
Historical transaction amounts	167,639	412,382	518,100

The proposed revised Sales Annual Caps are set out below:

	For the financial year ending 31 December	
	2025	**2026**
	(RMB'000)	*(RMB'000)*
Annual caps	682,000	851,000

The annual caps set out above have been determined after taking into account: (i) the production capacity and supply volume of Century Sunshine Group; (ii) the prevailing market price ranges of comparable packaging paper products obtained by the management of Century Sunshine; (iii) the historical demand from Xiamen C&D Group for packaging paper products manufactured by Century Sunshine Group; (iv) the anticipated increase in the quantity of packaging paper products required by Xiamen C&D Group during the term of the Sales Framework Agreement; and (v) the credit assessment of customers in light of the current market conditions.

INFORMATION OF THE PARTIES TO THE SUPPLEMENTAL AGREEMENTS

Xiamen C&D

Xiamen C&D is a limited company established in the PRC and is principally engaged in the business of forestry, pulp and paper products. Xiamen C&D is directly and indirectly wholly-owned by Xiamen C&D Inc.* (廈門建發股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600153.SH). Xiamen C&D Inc.* is principally engaged in supply chain operations, real estate development and home decoration and furniture mall operation. Xiamen C&D Group Co., Ltd.* (廈門建發集團有限公司), being the controlling shareholder of Xiamen C&D Inc., is directly wholly-owned by the State-owned Assets Supervision and Administration Commission of Xiamen Municipal People's Government (廈門市人民政府國有資產監督管理委員會). Xiamen C&D Group Co., Ltd.* is a conglomerate principally engaged in, among other things, supply chain operation, municipal construction and operations, hospitality and expos, medical and health and emerging industry investment.

Century Sunshine

Century Sunshine is a limited company established in the PRC and is indirectly owned as to 99.9% by the Company. Century Sunshine is principally engaged in manufacture of paper products and a subsidiary of the Company.

Ramble Paper

Ramble Paper is a company incorporated under the laws of Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company. It is an investment holding company.

The Company

The Company is a limited company incorporated in the Cayman Islands as an exempted company with limited liability and the Shares are listed on the main board of the Stock Exchange. The principal activities of the Company, together with its subsidiaries, are production/generation and sale of paper products, electricity and steam.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SUPPLEMENTAL AGREEMENTS

Xiamen C&D Group is one of the leading enterprises engaged in the sales and/or import of paper products and pulp and has strong strength and reputation advantages in the industry and it has a well-established supply chain system. The Group has been procuring from and selling to Xiamen C&D Group certain materials and packaging paper products for a number of years. As a result of such long-term business relationship, the parties have been familiar with the standards and specifications of products and services set by each other and have been able to respond quickly in a cost-efficient manner to any new requirements that the other group may request. By entering into the Supplemental

Agreements, the Group is able to secure a stable and reliable supply of materials and fulfill its relevant business needs and utilize the supply chain funds of Xiamen C&D Group to improve procurement efficiency and control production costs.

The Directors (excluding the independent non-executive Directors who will form their views after considering the recommendation from the independent financial adviser) consider that (i) the entering into of the Supplemental Agreements is in the ordinary and usual course of business of the Group; and (ii) the terms of the Supplemental Agreements, together with the transactions contemplated thereunder and their respective proposed annual caps, are on normal commercial terms, fair and reasonable, and in the interests of the Group and the Shareholders as a whole.

Mr. Zhang Xiaohui, a non-executive Director, is the general manager of Xiamen C&D, and therefore has a material interest in the Supplemental Agreements. Mr. Zhang Xiaohui has abstained from voting on the Board resolutions to approve such transactions. Save as disclosed above, none of other Directors has a material interest in the Supplemental Agreements which would require them to abstain from voting on the relevant Board resolutions.

INTERNAL CONTROL MEASURES

In order to effectively implement the Previous Framework Agreements, as revised by the Supplemental Agreements, the Group has adopted the following internal control measures:

(i) relevant members of staff of the business department of the Company (or its subsidiaries) have been designated to monitor the market price of the products and materials to be purchased and sold under the Previous Framework Agreements, as revised by the Supplemental Agreements:

(A) as for the products to be purchased by Ramble Paper Group, the relevant staff will, before the entering into of each individual order or contract in accordance with the Previous Purchase Framework Agreement, as revised by the Supplemental Purchase Framework Agreement, (a) check quotations on the public domain on a daily basis for similar coal, chemical auxiliary materials, wood pulp materials and packaging paper products as those to be purchased by Ramble Paper Group; and (b) obtain quotations of similar coal, chemical auxiliary materials, wood pulp materials and packaging paper products from other third suppliers from time to time; and

(B) as for the products to be sold by Century Sunshine Group, the staffs will, before the entering into of each individual order or contract in accordance with the Previous Sales Framework Agreement, as revised by the Supplemental Sales Framework Agreement, (a) collect and organize quotations for similar packaging paper products as those to be sold by Century Sunshine Group; and (b) obtain the final contract prices of the packaging paper products sold to other third party customers by Century Sunshine Group from time to time;

(ii) the financial department of the Company (or its subsidiaries) will continuously monitor the continuing connected transactions to ensure that the total transaction amount will not exceed the respective proposed annual cap. If the accumulated transaction amount is close to the respective proposed annual cap, the management of the Company (or its subsidiaries) will renew the proposed annual cap or suspend the transaction, as appropriate;

(iii) the Company's external auditors will conduct an annual review of the transactions contemplated under the Previous Framework Agreements, as revised by the Supplemental Agreements, to ensure that the transaction amounts fall within the respective proposed annual caps and that such transactions are conducted in accordance with the terms set out in the Previous Framework Agreements, as revised by the Supplemental Agreements;

(iv) the independent non-executive Directors will conduct an annual review of the status of the transactions contemplated under the Previous Framework Agreements, as revised by the Supplemental Agreements, to ensure that the Company has complied with the internal approval procedures, the terms of the Previous Framework Agreements, as revised by the Supplemental Agreements, and the relevant requirements under the Listing Rules; and

(v) the internal audit function of Group will, from time to time, review and conduct sample checks on the relevant transaction documents and ensure that the pricing basis and internal control procedures are complied with.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Xiamen C&D holds 100% shares of Hong Kong Paper Sources Co., Limited (香港紙源有限公司), which holds 162,000,000 Shares, representing approximately 15.21% of the Company's total issued share capital, and is a substantial shareholder of the Company. Xiamen C&D is therefore a connected person of the Company under the Listing Rules and the transactions contemplated under the Supplemental Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the annual caps under each of the Previous Purchase Framework Agreement and the Previous Sales Framework Agreement, as revised by the Supplemental Agreements, exceed 5%, the entering into of the Supplemental Agreements and the transactions contemplated thereunder will be subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee consisting of all the independent non-executive Directors will be established to consider and advise the Independent Shareholders on the Supplemental Agreements, the transactions contemplated thereunder and their respective proposed annual caps. An independent financial adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Supplemental Agreements and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better, in the ordinary and usual course of business of the Company, and in the interests of the Company and the Shareholders as a whole.

THE EGM

The Company will convene the EGM to obtain the approval from the Independent Shareholders in respect of the Supplemental Agreements and the proposed transactions contemplated thereunder (including the proposed annual caps thereto).

Hong Kong Paper Sources Co., Limited (香港紙源有限公司) holds 162,000,000 Shares, representing approximately 15.21% of the Company's total issued share capital as at the date of this announcement, and will abstain from voting at the EGM on the ordinary resolutions to approve the Supplemental Agreements and the transactions contemplated thereunder (including the proposed annual caps thereto). The relevant resolutions to be proposed at the EGM will be voted on by poll in compliance with the Listing Rules.

Save as disclosed above and to the best knowledge of the Directors, as at the date of this announcement, no other Shareholder has a material interest in the Supplemental Agreements and the transactions contemplated thereunder, and therefore no other Shareholder is required to abstain from voting on relevant resolutions at the EGM.

A circular containing, among other things, (i) details of the Supplemental Agreements, (ii) a letter from the Independent Board Committee to the Independent Shareholders giving its recommendations; (iii) a letter from the independent financial adviser to the Independent Board Committee and the Independent Shareholders containing its advice in relation to the Supplemental Agreements, the transactions contemplated thereunder and their respective proposed annual caps; and (iv) a notice of the EGM, is expected to be despatched to the Shareholders on or before 20 November 2025 as additional time is required for the Company to prepare the relevant information for inclusion in the circular.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meaning:

"Board"	the board of Directors
"Century Sunshine"	Shandong Century Sunshine Paper Group Co., Ltd.* (山東世紀陽光紙業集團有限公司), a limited company established in the PRC and a subsidiary of the Company
"Century Sunshine Group"	Century Sunshine and/or its subsidiaries
"Century Sunshine Sales"	the transactions contemplated under the Previous Sales Framework Agreement, after revision under the Supplemental Sales Framework Agreement
"Company"	China Sunshine Paper Holdings Company Limited (中國陽光紙業控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange (stock code: 2002)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened, among other things, for the Independent Shareholders to consider and, if thought fit, approve the Supplemental Agreements and the transactions contemplated thereunder (including the proposed annual caps thereto), and any adjournment thereof
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	an independent board committee of the Company (which comprises all independent non-executive Directors), which will be formed to consider the terms of the Supplemental Agreements, the transactions contemplated thereunder and their respective proposed annual caps
"Independent Shareholders"	Shareholder(s) other than Hong Kong Paper Sources Co., Limited (香港紙源有限公司) and its associates

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
"Previous Framework Agreements"	the Previous Purchase Framework Agreement and the Previous Sales Framework Agreement
"Previous Purchase Framework Agreement"	the purchase framework agreement dated 2 January 2024 entered into between Ramble Paper and Xiamen C&D in relation to the purchase of wood pulp materials and packaging paper products by Ramble Paper Group from Xiamen C&D Group
"Previous Sales Framework Agreement"	the sales framework agreement dated 2 January 2024 entered into between Century Sunshine and Xiamen C&D in relation to the sale of packaging paper products by Century Sunshine Group to Xiamen C&D Group
"Ramble Paper"	China Ramble Paper Company Limited (中國遠博紙業有限公司), a company incorporated under the laws of Hong Kong with limited liability on 20 August 2007 and an indirect wholly-owned subsidiary of the Company
"Ramble Paper Group"	Ramble Paper and/or its subsidiaries
"Ramble Purchases"	the transactions contemplated under the Previous Purchase Framework Agreement, after revision under the Supplemental Purchase Framework Agreement
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholders"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemental Agreements"	the Supplemental Purchase Framework Agreement and the Supplemental Sales Framework Agreement
"Supplemental Purchase Framework Agreement"	the supplemental agreement dated 24 October 2025 entered into between Ramble Paper and Xiamen C&D in relation to revising the Previous Purchase Framework Agreement

"Supplemental Sales Framework Agreement"	the supplemental agreement dated 24 October 2025 entered into between Century Sunshine and Xiamen C&D in relation to revising the Previous Sales Framework Agreement
"Xiamen C&D"	Xiamen C&D Paper & Pulp Group Co., Ltd.* (廈門建發漿紙集團有限公司), a limited company established in the PRC and a connected person of the Company
"Xiamen C&D Group"	Xiamen C&D and/or its subsidiaries
"%"	per cent

By order of the Board
China Sunshine Paper Holdings Company Limited
Wang Dongxing
Chairman

Weifang, Shandong Province, China, 24 October 2025

As at the date of this announcement, the Directors are:

Executive Directors:	*Mr. Wang Dongxing, Mr. Shi Weixin, Mr. Wang Changhai and Mr. Ci Xiaolei*
Non-executive Director:	*Ms. Wu Rong and Mr. Zhang Xiaohui*
Independent non-executive Directors:	*Ms. Zhang Tao, Mr. Wang Zefeng and Mr. Sun Junchen*

* *For identification purposes only*