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**泸州银行股份有限公司\***  
LUZHOU BANK CO., LTD.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1983)**

## **DISCLOSEABLE TRANSACTION ACQUISITION OF THE PROPERTY**

### **THE ACQUISITION**

On December 16, 2022, the Bank entered into the Property Purchase Agreements with Jiaozi Park Investment Company as the bid winner through a public tender, pursuant to which, subject to the terms and conditions of the Property Purchase Agreements, the Bank agreed to purchase and Jiaozi Park Investment Company agreed to sell the Property for a consideration of RMB436,249,200. The Property is intended to be used as the business building for Chengdu Branch of the Bank, which includes office premises and parking spaces.

### **LISTING RULES IMPLICATIONS**

As transactions under the Property Purchase Agreements were entered into by the Bank with the same party, i.e. Jiaozi Park Investment Company, the Acquisition is required to be aggregated pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios for the Acquisition is more than 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Bank under Chapter 14A of the Listing Rules, which is subject to the reporting and announcement requirements but is exempted from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

References are made to the circular dated August 5, 2022 and the poll results announcement of 2022 first extraordinary general meeting dated September 20, 2022 of the Bank, in relation to, among other things, the consideration and approval of the acquisition of business building for its Chengdu Branch in the "Jiaozi Park Business District" of Chengdu Hi-tech Zone by the shareholders of the Bank.

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## PROPERTY PURCHASE AGREEMENTS

The key terms of the Property Purchase Agreements are summarised as follows:

Date of signing the agreements: December 16, 2022

Parties: (1) The Bank, as the Purchaser; and  
(2) Jiaozi Park Investment Company, as the Seller

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors of the Bank, having made all reasonable enquiries, Jiaozi Park Investment Company and its ultimate beneficial owners are third parties independent of the Bank and its connected persons.

Nature of transaction: Pursuant to the Property Purchase Agreements, the Bank agreed to purchase and Jiaozi Park Investment Company agreed to sell the Property, subject to the terms and conditions of the Property Purchase Agreements.

The Property: The Property is located at No. 99, Jinyundongsan Lane (錦雲東三巷), High-tech Zone, Chengdu, Sichuan Province, China. It comprises office premises with a gross floor area of 22,224.40 sq.m., and 181 parking spaces with a gross floor area of 10,647.30 sq.m.. As at the date of signing the Property Purchase Agreements, the Property is wholly owned by Jiaozi Park Investment Company.

Closing: Unless the delivery of the Property is delayed due to force majeure, Jiaozi Park Investment Company shall deliver the Property to the Bank within 12 months after the signing of the Property Purchase Agreements.

According to the Property Purchase Agreements, Jiaozi Park Investment Company shall provide, at the time of closing, the certificate of the merger completion and acceptance of the underlying construction project it has obtained and a report on the measurement of property area.

Consideration and payment terms: The total consideration under the Property Purchase Agreements is RMB436,249,200 (purchase tax exclusive), including RMB400,039,200 in total for office premises and RMB36,210,000 in total for parking spaces.

The consideration was determined by the Bank through an open tender process. In the process of determining the tender price, the Bank has considered normal commercial terms and made reference to, among others, the available prevailing market prices of properties of similar nature in neighbouring areas.

The consideration will be paid by the Bank to Jiaozi Park Investment Company in cash in the following ways:

- (a) 95% of the consideration under the agreements shall be paid to Jiaozi Park Investment Company within 3 working days upon the filing of the respective Property Purchase Agreements; and
- (b) 5% of the consideration under the agreements shall be paid to Jiaozi Park Investment Company within 5 working days after completion of the process of real estate ownership certificate of the relevant property.

The Bank will make the payments using internal resources of the Group.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

In order to seize the opportunity of the construction of the Chengdu-Chongqing Economic Circle, continue to expand and strengthen the Chengdu market, and promote the greater development of the Bank, the Bank plans to purchase a business building for Chengdu Branch in the “Jiaozi Park Business District” of Chengdu Hi-tech Zone. The Property is in line with the specific use demand planning of the business building mentioned above and will be used as the business building for the Chengdu Branch of the Bank.

The Directors (including independent non-executive Directors), having made all reasonable and due enquiries, are of the view that the Property Purchase Agreements and the transaction contemplated thereunder are fair and reasonable and on normal commercial terms. Although the Acquisition is not conducted in the ordinary and usual course of business of the Bank, it is in the interests of the Bank and its shareholders as a whole.

## **GENERAL INFORMATION**

### **Information on the Bank**

The Bank is a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 1983). The Bank is primarily engaged in banking business in the PRC.

### **Information on Jiaozi Park Investment Company**

Chengdu Jiaozi Park Financial and Business Zone Investment & Development Co., Ltd. is a company incorporated in the PRC with limited liability and is principally engaged in land development, industrial clustering, construction of ancillary facilities and property operation in Chengdu Jiaozi Park Financial and Business Zone. The controlling shareholder of Jiaozi Park Investment Company is Chengdu Jiaozi Financial Holding Co., Ltd., which is principally engaged in investment activities with its own funds, and the ultimate beneficial owner is Chengdu State-owned Assets Supervision and Administration Commission, both being third parties independent of the Bank and its connected persons.

## LISTING RULES IMPLICATIONS

As the transactions under the Property Purchase Agreements were entered into by the Bank with the same party, i.e. Jiaozi Park Investment Company, the Acquisition is required to be aggregated pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios for the Acquisition is more than 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Bank under Chapter 14 of the Listing Rules, which is subject to the reporting and announcement requirements but is exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

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

“Acquisition”	the acquisition of the Property from Jiaozi Park Investment Company by the Bank pursuant to the Property Purchase Agreements
“Bank”	Luzhou Bank Co., Ltd. (泸州银行股份有限公司*), a joint stock company in the PRC with limited liability and its H Shares are listed on the Main Board of the Stock Exchange (stock code: 1983)
“Board”	the board of Directors of the Bank
“China” or “PRC”	the People’s Republic of China, but for the purposes of this announcement and for geographical reference only, unless the context otherwise requires, excluding Hong Kong, the Macau Special Administrative Region and Taiwan of the PRC
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Bank
“Jiaozi Park Investment Company”	Chengdu Jiaozi Park Financial and Business Zone Investment & Development Co., Ltd., a company incorporated in the PRC with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Property”	portion of the 15-25 Floors, Chengdu Financial City Cultural Center, High-tech Zone, Chengdu City and 181 parking spaces

“Property Purchase Agreement”	a series of commercial property purchase agreements and the supplemental agreement to the commercial property purchase agreement entered into between the Bank and Jiaozi Park Investment Company in relation to the Acquisition on December 16, 2022 (or, as the context may require, any one of the foregoing commercial property purchase agreements)
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“sq.m.”	square metre(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board  
**Luzhou Bank Co., Ltd.\***  
**YOU Jiang**  
*Chairman*

Luzhou, the PRC, December 16, 2022

*As at the date of this announcement, the Board comprises Mr. YOU Jiang and Mr. LIU Shirong as executive Directors, Ms. PAN Lina and Mr. XIONG Guoming as non-executive Directors and Mr. HUANG Yongqing, Mr. TANG Baoqi and Mr. ZHONG Jin as independent non-executive Directors.*

\* *Luzhou Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking/deposit-taking business in Hong Kong.*