

*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.*



**国银金租**

CHINA DEVELOPMENT BANK LEASING

國銀金融租賃股份有限公司\*

**CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.\***

*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 1606)**

## **DISCLOSEABLE TRANSACTION FINANCE LEASE ARRANGEMENT**

The Board hereby announces that on 22 November 2023 (after trading hours), the Company (as the Lessor) entered into the Finance Lease Arrangement with the Lessee, pursuant to which (i) the Company as the Purchaser entered into the Transfer Agreement with the Lessee and the Vendor, under which the Company agreed to accept the transfer of the rights and obligations of the Lessee under the Supply Agreement entered into between the Lessee and the Vendor with respect to the Transaction Target, and to purchase the Leased Assets from the Vendor at a consideration of RMB914,000,000, and (ii) the Company as the Lessor entered into the Finance Lease Agreement with the Lessee, under which the Company agreed to lease the Leased Assets to the Lessee with a lease period of 216 months.

According to Chapter 14 of the Listing Rules, as the highest applicable percentage ratio of the transaction under the Finance Lease Arrangement is higher than 5% but lower than 25%, such transaction constitutes a discloseable transaction of the Company and is subject to the announcement requirement but is exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

### **FINANCE LEASE ARRANGEMENT**

The Board hereby announces that on 22 November 2023 (after trading hours), the Company (as the Lessor) entered into the Finance Lease Arrangement with the Lessee, pursuant to which (i) the Company as the Purchaser entered into the Transfer Agreement with the Lessee and the Vendor, under which the Company purchased the Leased Assets from the Vendor at a consideration of RMB914,000,000, and (ii) the Company as the Lessor entered into the Finance Lease Agreement with the Lessee, under which the Company agreed to lease the Leased Assets to the Lessee with a lease period of 216 months.

*CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD. is (a) not an authorized institution within the meaning of the Banking Ordinance; (b) not authorized to carry on banking/deposit-taking business in Hong Kong; and (c) not subject to the supervision of the Hong Kong Monetary Authority.*

## **TRANSFER AGREEMENT**

Details of the Transfer Agreement are summarized as follows:

### **Date**

22 November 2023

### **Parties**

“Purchaser”: the Company

“Lessee”: Guazhou Haohua New Energy Power Co., Ltd.# (瓜州昊華新能源電力有限公司), a company with limited liability located in Gansu Province, which is principally engaged in businesses such as solar power generation

“Vendor”: Guangdong Zhongliang Construction Engineering Co., Ltd.# (廣東中梁建築工程有限公司), a company with limited liability located in Guangdong Province, which is principally engaged in businesses such as engineering construction

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the Lessee, the Vendor and their ultimate beneficial owners are all independent third parties other than the Company and its connected persons (as defined in the Listing Rules).

### **Transaction Target**

As part of the Finance Lease Arrangement and pursuant to the Transfer Agreement, the Purchaser agreed to accept the transfer of the rights and obligations of the Lessee under the Supply Agreement entered into between the Lessee and the Vendor with respect to the Transaction Target, and to purchase from the Vendor the Transaction Target, and the Vendor agreed to transfer the Transaction Target and/or change the registration to the name of the Purchaser. The Transaction Target (i.e. the Leased Assets under the Finance Lease Agreement) is the solar power generation equipment located in Gansu Province, the PRC. The appraised value of the Transaction Target is approximately RMB914,000,000. The Vendor does not separately calculate the profits before and after taxation of the Transaction Target.

### **Consideration and Terms of Payment**

The Purchaser agreed to purchase the Transaction Target from the Vendor at a total consideration of RMB914,000,000. The consideration is calculated and paid in RMB. The Purchaser will pay the transfer consideration upon the signing of the Transfer Agreement and the Finance Lease Agreement, the receipt of the special value-added tax invoice issued by the Vendor and the completion of internal approval of the Purchaser. The transfer consideration was determined by the parties after arm’s length negotiation with reference to the appraised value of the Transaction Target and the prevailing market prices of the same category of transaction targets in the PRC.

## **FINANCE LEASE AGREEMENT**

Details of the Finance Lease Agreement are summarized as follows:

### **Date**

22 November 2023

### **Parties**

“Lessor”: the Company

“Lessee”: Guazhou Haohua New Energy Power Co., Ltd.# (瓜州昊華新能源電力有限公司), a company with limited liability located in Gansu Province, which is principally engaged in businesses such as solar power generation

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the Lessee and its ultimate beneficial owner are both independent third parties other than the Company and its connected persons (as defined in the Listing Rules).

### **Leased Assets**

As part of the Finance Lease Arrangement and pursuant to the Finance Lease Agreement, the Lessor agreed to lease the Leased Assets to the Lessee. The Leased Assets are the solar power generation equipment located in Gansu Province, the PRC. For details of the appraised value of the Leased Assets and related financial information, please refer to the contents under “Transfer Agreement – Transaction Target”.

### **Lease Period**

216 months

### **Rent and Method of Payment**

Pursuant to the Finance Lease Agreement, the Lessor agreed to lease back the Leased Assets to the Lessee. The rent, including value-added taxes, is calculated and paid in RMB, and comprised of lease principal and lease interest, of which, the lease principal is of the same amount as the transfer consideration, totaling RMB914,000,000; the total amount of lease interest for the lease period is approximately RMB518,000,000. The lease principal and lease interest shall be paid by the Lessee to the Lessor on a quarterly basis in installments during the lease period.

The terms of the Finance Lease Agreement, including the Leased Assets' transfer consideration, lease principal, lease interest and other expenses under the Finance Lease Agreement were determined upon arm's length negotiation between the Lessee and the Lessor with reference to the appraised value of the Leased Assets and the prevailing market prices of the same category of finance lease products in the PRC.

### **Leased Assets and Their Ownership**

The Lessor has agreed to lease the Leased Assets to the Lessee. The Lessee is entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, the Lessee may purchase back the Leased Assets from the Lessor at a consideration of RMB100 in nominal value.

### **Guarantee**

Mr. ZHANG Dongliang, the ultimate actual controller of the Lessee undertakes joint liability guarantee in respect of the debt commitment by the Lessee under the Finance Lease Agreement.

### **REASONS FOR AND BENEFITS OF ENTERING INTO THE FINANCE LEASE ARRANGEMENT**

The Finance Lease Arrangement is entered into by the Company during its ordinary and usual course of business. Entering into the Finance Lease Arrangement benefits the Company by increasing the income of its finance lease business and is consistent with the Company's business development strategy.

The Directors are of the view that the terms under the Transfer Agreement and the Finance Lease Agreement are fair and reasonable and are in the interests of the Company and the shareholders of the Company as a whole.

### **INFORMATION OF THE PARTIES**

#### **Information of the Company**

The Company is a company established in the PRC in 1984 and converted into a joint stock limited company on 28 September 2015. The principal business includes providing comprehensive leasing services to high-quality customers in the fields including aircraft, shipping, regional development, inclusive finance, green energy and high-end equipment manufacturing.

#### **Information of the Lessee**

The Lessee is a company with limited liability incorporated in the PRC on 30 November 2022 and located in Gansu Province, the PRC, which is principally engaged in businesses such as solar power generation.

## Information of the Vendor

The Vendor is a company with limited liability incorporated in the PRC on 11 October 2017 and located in Guangdong Province, the PRC, which is principally engaged in businesses such as engineering construction.

## IMPLICATIONS UNDER THE LISTING RULES

According to Chapter 14 of the Listing Rules, as the highest applicable percentage ratio of the transaction under the Finance Lease Arrangement is higher than 5% but lower than 25%, such transaction constitutes a discloseable transaction of the Company and is subject to the announcement requirement but is exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## DEFINITIONS

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

“Board”	the board of directors of the Company
“Company”	China Development Bank Financial Leasing Co., Ltd. (國銀金融租賃股份有限公司), a company established in the PRC in 1984 and converted into a joint stock limited company on 28 September 2015, the H shares of which are listed on the Stock Exchange with stock code of 1606
“Director(s)”	the director(s) of the Company
“Finance Lease Agreement”	the finance lease agreement in respect of the Leased Assets entered into between the Lessor and the Lessee on 22 November 2023
“Finance Lease Arrangement”	the transaction arrangement under the Transfer Agreement and the Finance Lease Agreement
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Leased Assets” or “Transaction Target”	the solar power generation equipment located in Gansu Province, the PRC
“Lessee”	Guazhou Haohua New Energy Power Co., Ltd.# (瓜州昊華新能源電力有限公司), the ultimate actual controller of which is Mr. ZHANG Dongliang
“Lessor” or “Purchaser”	the Company

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supply Agreement”	the supply agreement in respect of the Transaction Target originally entered into between the Vendor and the Lessee
“Transfer Agreement”	the transfer agreement in respect of the Transaction Target entered into between the Company, the Lessee and the Vendor on 22 November 2023
“Vendor”	Guangdong Zhongliang Construction Engineering Co., Ltd.# (廣東中梁建築工程有限公司), the ultimate actual controller of which is Mr. HUANG Xiangshun
“%”	per cent

By order of the Board  
**CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.**  
**LIU Yi**  
*Joint Company Secretary*

Shenzhen, the PRC  
22 November 2023

*As at the date of this announcement, the executive directors of the Company are Ms. MA Hong and Mr. HUANG Min; the non-executive directors are Mr. LI Yingbao and Mr. YANG Guifang; and the independent non-executive directors are Mr. XU Jin, Mr. LI Haijian and Mr. LIU Ming.*

# *For identification purposes only*