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中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 966)

DISCLOSEABLE TRANSACTION FINANCE LEASE TRANSACTIONS

FINANCE LEASE TRANSACTIONS

The Board hereby announces that on 1 December 2023 (after trading hours), TSFL, a subsidiary of the Company (as the Lessor) entered into the Current Finance Lease Agreement with the Lessee, pursuant to which the Lessor agreed to (i) purchase the Leased Assets of the Current Transaction from the Lessee at a consideration of RMB200,000,000, and (ii) lease the Leased Assets of the Current Transaction to the Lessee for a lease period of five years.

References are made to the Previous Finance Lease Agreements entered into between TSFL (as lessor), in the past 12 months prior to the Current Transaction, and the Lessee and/or the subsidiaries of the same group to which the Lessee belongs, pursuant to which (i) TSFL (as lessor) purchased the Leased Assets of the Previous Transactions from the Previous Lessees at an aggregate consideration of RMB1,230,000,000, and (ii) the Lessor agreed to lease the Leased Assets of the Previous Transactions to the Previous Lessees. According to Chapter 14 of the Listing Rules, each of the highest applicable percentage ratio of the Previous Transactions, calculated on a standalone basis, is lower than 5%, and the highest applicable percentage ratio of the Previous Transactions, when aggregated, is also lower than 5%. As such, the Previous Transactions were not subject to the announcement requirement under Chapter 14 of the Listing Rules.

LISTING RULES IMPLICATIONS

Considered that the Previous Lessees to the Previous Transactions and the Lessee to the Current Transaction are subsidiaries of the same group, for the purpose of transaction classification under Chapter 14 of the Listing Rules, the Current Transaction and the Previous Transactions are aggregated according to Rule 14.22 of the Listing Rules. According to Chapter 14 of the Listing Rules, although the highest applicable percentage ratio of the Current Transaction is lower than 5%, the highest applicable percentage ratio is higher than 5% but lower than 25% when aggregated with the Previous Transactions. Therefore, the Current Transaction constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

FINANCE LEASE TRANSACTIONS

The Board hereby announces that on 1 December 2023 (after trading hours), TSFL, a subsidiary of the Company (as the Lessor) entered into the Current Finance Lease Agreement with the Lessee, pursuant to which the Lessor agreed to (i) purchase the Leased Assets of the Current Transaction from the Lessee at a consideration of RMB200,000,000, and (ii) lease the Leased Assets of the Current Transaction to the Lessee for a lease period of five years.

THE CURRENT FINANCE LEASE AGREEMENT

Details of the Current Finance Lease Agreement are summarised as follows:

Date

1 December 2023

Parties

- (i) TSFL (as Lessor)
- (ii) Tongfa Dongzhouyao Coal (as Lessee)

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

Leased Assets of the Current Transaction

The Leased Assets of the Current Transaction are crushers, transport machines, coal miner and other machines and equipment located at the mine site of Tongfa Dongzhouyao Coal in Datong City, Shanxi Province, the PRC. The assessed value of the Leased Assets of the Current Transaction is, in aggregate, approximately RMB 228,619,500. The Lessee does not separately calculate the profits before and after tax of the Leased Assets of the Current Transaction.

Lease Period

Five years

Rent and Method of Payment

Pursuant to the Current Finance Lease Agreement, the Lessor agreed to lease back the Leased Assets of the Current Transaction 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 RMB200,000,000. The total amount of lease interest for the lease period is approximately RMB20,585,800. The lease principal and lease interest shall be paid by the Lessee to the Lessor every three months during the lease period in accordance with the terms of the Current Finance Lease Agreement.

The terms of the Current Finance Lease Agreement, including the transfer consideration for the Leased Assets of the Current Transaction, the lease principals, the lease interest and other expenses under the Current Finance Lease Agreement were determined upon arm's length negotiations between the Lessee and the Lessor with reference to factors including the assessed value of the Leased Assets of the Current Transaction, loan prime rate (LPR) and the prevailing market prices of the same category of finance lease products in the PRC.

The Leased Assets of the Current Transaction and their Ownership

The Lessee has agreed to transfer and/or change the registration of the Leased Assets of the Current Transaction to the Lessor during the lease period at a transfer consideration of RMB200,000,000. The transfer consideration will be paid by the Lessor using its self-owned funds and/or commercial loans. At the same time, the Lessor has agreed to lease back the Leased Assets of the Current Transaction 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 of the Current Transaction from the Lessor at a consideration of RMB1 in nominal value.

THE PREVIOUS TRANSACTIONS

References are made to the Previous Finance Lease Agreements entered into between TSFL (as lessor), in the past 12 months prior to the Current Transaction, and the Lessee and/or the subsidiaries of the same group to which the Lessee belongs, pursuant to which (i) TSFL (as lessor) purchased the Leased Assets of the Previous Transactions from the Previous Lessees at an aggregate consideration of RMB1,230,000,000, and (ii) the Lessor agreed to lease the Leased Assets of the Previous Transactions to the Previous Lessees. According to Chapter 14 of the Listing Rules, each of the highest applicable percentage ratio of the Previous Transactions, calculated on a standalone basis, is lower than 5%, and the highest applicable percentage ratio of the Previous Transactions, when aggregated, is also lower than 5%. As such, the Previous Transactions were not subject to the announcement requirement under Chapter 14 of the Listing Rules.

Details of the Previous Finance Lease Agreements are summarised as follows:

Previous Transaction I

Date

11 January 2023

Parties

- (i) TSFL (as lessor)
- (ii) Jinkong Power and Zhongjiu Agricultural (as lessees)

As at the date of this announcement, Zhongjiu Agricultural is a wholly owned subsidiary of Jinkong Power and is principally engaged in solar photovoltaic power generation development, maintenance and management. Jinkong Power is a non-wholly owned subsidiary of Jinneng Holding Group. Jinneng Holding Group is a state-owned holding company in Shanxi Province which is 90% owned by the Shanxi SASAC and 10% owned by Shanxi Provincial Department of Finance (山西省財政廳). Jinneng Holding Group is a comprehensive energy enterprise group with coal, thermal power and clean power generation as its core business, integrating equipment manufacturing, logistics and trade, chemical diversification and modern services. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Jinkong Power and Zhongjiu Agricultural and their ultimate beneficial owners are independent third parties of the Company and its connected persons (as defined in the Listing Rules).

Leased Assets of the Previous Transaction I

The Leased Assets of the Previous Transaction I are certain photovoltaic cell bodies and other equipment located at Shenmu City, Shanxi Province, the PRC. The assessed value of the Leased Assets of the Previous Transaction I is, in aggregate, approximately RMB86,494,000. The Previous Lessees I do not separately calculate the profits before and after tax of the Leased Assets of the Previous Transaction I.

Lease Period

Seven years

Rent and Method of Payment

Pursuant to the Previous Finance Lease Agreement I, TSFL agreed to lease back the Leased Assets of the Previous Transaction I to the Previous Lessees I. 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 RMB72,000,000. The total amount of lease interest for the lease period is approximately RMB12,370,000. The lease principal and lease interest shall be paid by Zhongjiu Agricultural to TSFL every three months during the lease period in accordance with the terms of the Previous Finance Lease Agreement I.

The terms of the Previous Finance Lease Agreement I, including the transfer consideration for the Leased Assets of the Previous Transaction I, the lease principals, the lease interest and other expenses under the Previous Finance Lease Agreement I were determined upon arm's length negotiations among Jinkong Power, Zhongjiu Agricultural and TSFL with reference to factors including the assessed value of the Leased Assets of the Previous Transaction I, loan prime rate (LPR) and the prevailing market prices of the same category of finance lease products in the PRC.

The Leased Assets of the Previous Transaction I and their Ownership

The Previous Lessees I agreed to transfer and/or change the registration of the Leased Assets of the Previous Transaction I to TSFL during the lease period at a transfer consideration of RMB72,000,000. The transfer consideration shall be paid by TSFL using its self-owned funds and/or commercial loans. At the same time, TSFL agreed to lease back the Leased Assets of the Previous Transaction I to the Previous Lessees I. The Previous Lessees I are entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, the Previous Lessees I shall purchase back the Leased Assets of the Previous Transaction I from TSFL at a consideration of RMB1 in nominal value.

Previous Transaction II

Date

11 January 2023

Parties

- (i) TSFL (as lessor)
- (ii) Jinkong Power and Dongsheng Technology (as lessees)

As at the date of this announcement, Dongsheng Technology is a wholly owned subsidiary of Jinkong Power and is principally engaged in the production, sales, development, construction, operation and management of renewable energy, the operation and maintenance, testing, overhaul and technical consulting services for renewable energy power generation equipment and accessories. Details of Jinkong Power are set out in the paragraph headed “The Previous Transactions - Previous Transaction I - Parties” in this announcement.

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

Leased Assets of the Previous Transaction II

The Leased Assets of the Previous Transaction II are certain photovoltaic cell bodies and other equipment located at Shenmu City, Shanxi Province, the PRC. The assessed value of the Leased Assets of the Previous Transaction II is, in aggregate, approximately RMB82,586,000. The Previous Lessees II do not separately calculate the profits before and after tax of the Leased Assets of the Previous Transaction II.

Lease Period

Seven years

Rent and Method of Payment

Pursuant to the Previous Finance Lease Agreement II, TSFL agreed to lease back the Leased Assets of the Previous Transaction II to the Previous Lessees II. 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 RMB72,000,000. The total amount of lease interest for the lease period is approximately RMB12,370,000. The lease principal and lease interest shall be paid by Dongsheng Technology to TSFL every three months during the lease period in accordance with the terms of the Previous Finance Lease Agreement II.

The terms of the Previous Finance Lease Agreement II, including the transfer consideration for the Leased Assets of the Previous Transaction II, the lease principals, the lease interest and other expenses under the Previous Finance Lease Agreement II were determined upon arm’s length negotiations among Jinkong Power, Dongsheng Technology and TSFL with reference to factors including the assessed value of the Leased Assets of the Previous Transaction II, loan prime rate (LPR) and the prevailing market prices of the same category of finance lease products in the PRC.

The Leased Assets of the Previous Transaction II and their Ownership

The Previous Lessees II agreed to transfer and/or change the registration of the Leased Assets of the Previous Transaction II to TSFL during the lease period at a transfer consideration of RMB72,000,000. The transfer consideration shall be paid by TSFL using its self-owned funds and/or commercial loans. At the same time, TSFL agreed to lease back the Leased Assets of the Previous Transaction II to the Previous Lessees II. The Previous Lessees II are entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, the Previous Lessees II shall purchase back the Leased Assets of the Previous Transaction II from TSFL at a consideration of RMB1 in nominal value.

Previous Transaction III

Date

11 January 2023

Parties

- (i) TSFL (as lessor)
- (ii) Jinkong Power and Light Energy Technology (as lessees)

As at the date of this announcement, Light Energy Technology is a wholly owned subsidiary of Jinkong Power and is principally engaged in the production, sales, development, construction, operation and management of renewable energy, the operation and maintenance, testing, overhaul and technical consulting services for renewable energy power generation equipment and accessories. Details of Jinkong Power are set out in the paragraph headed “The Previous Transactions - Previous Transaction I - Parties” in this announcement. To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, Light Energy Technology and its ultimate beneficial owners are independent third parties of the Company and its connected persons (as defined in the Listing Rules).

Leased Assets of the Previous Transaction III

The Leased Assets of the Previous Transaction III are certain photovoltaic cell bodies and other equipment located at Shenmu City, Shanxi Province, the PRC. The assessed value of the Leased Assets of the Previous Transaction III is, in aggregate, approximately RMB80,253,000. The Previous Lessees III do not separately calculate the profits before and after tax of the Leased Assets of the Previous Transaction III.

Lease Period

Seven years

Rent and Method of Payment

Pursuant to the Previous Finance Lease Agreement III, TSFL agreed to lease back the Leased Assets of the Previous Transaction III to the Previous Lessees III. 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 RMB72,000,000. The total amount of lease interest for the lease period is approximately RMB12,370,000. The lease principal and lease interest shall be paid by Light Energy Technology to TSFL every three months during the lease period in accordance with the terms of the Previous Finance Lease Agreement III.

The terms of the Previous Finance Lease Agreement III, including the transfer consideration for the Leased Assets of the Previous Transaction III, the lease principals, the lease interest and other expenses under the Previous Finance Lease Agreement III were determined upon arm’s length negotiations among Jinkong Power, Light Energy Technology and TSFL with reference to factors including the assessed value of the Leased Assets of the Previous Transaction III, loan prime rate (LPR) and the prevailing market prices of the same category of finance lease products in the PRC.

The Leased Assets of the Previous Transaction III and their Ownership

The Previous Lessees III agreed to transfer and/or change the registration of the Leased Assets of the Previous Transaction III to TSFL during the lease period at a transfer consideration of RMB72,000,000. The transfer consideration shall be paid by TSFL using its self-owned funds and/or commercial loans. At the same time, TSFL agreed to lease back the Leased Assets of the Previous Transaction III to the Previous Lessees III. The Previous Lessees III are entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, the Previous Lessees III shall purchase back the Leased Assets of the Previous Transaction III from TSFL at a consideration of RMB1 in nominal value.

Previous Transaction IV

Date

11 January 2023

Parties

- (i) TSFL (as lessor)
- (ii) Jinkong Power and Lvyuan New Energy (as lessees)

As at the date of this announcement, Lvyuan New Energy is a wholly owned subsidiary of Jinkong Power and is principally engaged in photovoltaic power generation, wind power generation, eco-agriculture, tourism, installation, maintenance and sales of power equipment. Details of Jinkong Power are set out in the paragraph headed “The Previous Transactions - Previous Transaction I - Parties” in this announcement.

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

Leased Assets of the Previous Transaction IV

The Leased Assets of the Previous Transaction IV are certain photovoltaic cell bodies and other equipment located at Shenmu City, Shanxi Province, the PRC. The assessed value of the Leased Assets of the Previous Transaction IV is, in aggregate, approximately RMB77,144,000. The Previous Lessees IV are not separately calculate the profits before and after tax of the Leased Assets of the Previous Transaction IV.

Lease Period

Seven years

Rent and Method of Payment

Pursuant to the Previous Finance Lease Agreement IV, TSFL agreed to lease back the Leased Assets of the Previous Transaction IV to the Previous Lessees IV. 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 RMB72,000,000. The total amount of lease interest for the lease period is approximately RMB12,370,000. The lease principal and lease interest shall be paid by Lvyuan New Energy to TSFL every three months during the lease period in accordance with the terms of the Previous Finance Lease Agreement IV.

The terms of the Previous Finance Lease Agreement IV, including the transfer consideration for the Leased Assets of the Previous Transaction IV, the lease principals, the lease interest and other expenses under the Previous Finance Lease Agreement IV were determined upon arm's length negotiations among Jinkong Power, Lvyuan New Energy and TSFL with reference to factors including the assessed value of the Leased Assets of the Previous Transaction IV, loan prime rate (LPR) and the prevailing market prices of the same category of finance lease products in the PRC.

The Leased Assets of the Previous Transaction IV and their Ownership

The Previous Lessees IV agreed to transfer and/or change the registration of the Leased Assets of the Previous Transaction IV to TSFL during the lease period at a transfer consideration of RMB72,000,000. The transfer consideration shall be paid by TSFL using its self-owned funds and/or commercial loans. At the same time, TSFL agreed to lease back the Leased Assets of the Previous Transaction IV to the Previous Lessees IV. The Previous Lessees IV are entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, the Previous Lessees IV shall purchase back the Leased Assets of the Previous Transaction IV from TSFL at a consideration of RMB1 in nominal value.

Previous Transaction V

Date

11 January 2023

Parties

- (i) TSFL (as lessor)
- (ii) Jinkong Power and Changyi Agricultural (as lessees)

As at the date of this announcement, Changyi Agricultural is a wholly owned subsidiary of Jinkong Power and is principally engaged in the development, maintenance and business management of solar photovoltaic power generation, planting and breeding. Details of Jinkong Power are set out in the paragraph headed "The Previous Transactions - Previous Transaction I - Parties" in this announcement.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Changyi Agricultural and its ultimate beneficial owners are independent third parties of the Company and its connected persons (as defined in the Listing Rules).

Leased Assets of the Previous Transaction V

The Leased Assets of the Previous Transaction V are certain photovoltaic cell bodies and other equipment located at Shenmu City, Shanxi Province, the PRC. The assessed value of the Leased Assets of the Previous Transaction V is, in aggregate, approximately RMB87,413,000. The Previous Lessees V do not separately calculate the profits before and after tax of the Leased Assets of the Previous Transaction V.

Lease Period

Seven years

Rent and Method of Payment

Pursuant to the Previous Finance Lease Agreement V, TSFL agreed to lease back the Leased Assets of the Previous Transaction V to the Previous Lessees V. 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 RMB72,000,000. The total amount of lease interest for the lease period is approximately RMB12,370,000. The lease principal and lease interest shall be paid by Changyi Agricultural to TSFL every three months during the lease period in accordance with the terms of the Previous Finance Lease Agreement V.

The terms of the Previous Finance Lease Agreement V, including the transfer consideration for the Leased Assets of the Previous Transaction V, the lease principals, the lease interest and other expenses under the Previous Finance Lease Agreement V were determined upon arm's length negotiations among Jinkong Power, Changyi Agricultural and TSFL with reference to factors including the assessed value of the Leased Assets of the Previous Transaction V, loan prime rate (LPR) and the prevailing market prices of the same category of finance lease products in the PRC.

The Leased Assets of the Previous Transaction V and their Ownership

The Previous Lessees V agreed to transfer and/or change the registration of the Leased Assets of the Previous Transaction V to TSFL during the lease period at a transfer consideration of RMB72,000,000. The transfer consideration shall be paid by TSFL using its self-owned funds and/or commercial loans. At the same time, TSFL agreed to lease back the Leased Assets of the Previous Transaction V to the Previous Lessees V. The Previous Lessees V are entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, the Previous Lessees V shall purchase back the Leased Assets of the Previous Transaction V from TSFL at a consideration of RMB1 in nominal value.

Previous Transaction VI

Date

16 December 2022

Parties

- (i) TSFL (as lessor)
- (ii) Jinneng Photovoltaic (as lessee)

As at the date of this announcement, Jinneng Photovoltaic is an indirectly non-wholly owned subsidiary of Jinneng Holding Group and is principally engaged in electric power industry investment, electric power business, solar power generation business, power supply, power sales business, project and power facility construction, solar photovoltaic engineering and equipment quality inspection and testing. Details of Jinneng Holding Group are set out in the paragraph headed "The Previous Transactions - Previous Transaction I - Parties" in this announcement. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Jinneng Photovoltaic and its ultimate beneficial owners are independent third parties of the Company and its connected persons (as defined in the Listing Rules).

Leased Assets of the Previous Transaction VI

The Leased Assets of the Previous Transaction VI are certain photovoltaic cell bodies and other equipment located at Datong City, Shanxi Province, the PRC. The assessed value of the Leased Assets of the Previous Transaction VI is, in aggregate, approximately RMB387,674,000. Jinneng Photovoltaic does not separately calculate the profits before and after tax of the Leased Assets of the Previous Transaction VI.

Lease Period

Ten years

Rent and Method of Payment

Pursuant to the Previous Finance Lease Agreement VI, TSFL agreed to lease back the Leased Assets of the Previous Transaction VI to Jinneng Photovoltaic. 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 RMB370,000,000. The total amount of lease interest for the lease period is approximately RMB93,482,000. The lease principal and lease interest shall be paid by Jinneng Photovoltaic to TSFL every three months during the lease period in accordance with the terms of the Previous Finance Lease Agreement VI.

The terms of the Previous Finance Lease Agreement VI, including the transfer consideration for the Leased Assets of the Previous Transaction VI, the lease principals, the lease interest and other expenses under the Previous Finance Lease Agreement VI were determined upon arm's length negotiations between Jinneng Photovoltaic and TSFL with reference to factors including the assessed value of the Leased Assets of the Previous Transaction VI, loan prime rate (LPR) and the prevailing market prices of the same category of finance lease products in the PRC.

The Leased Assets of the Previous Transaction VI and their Ownership

Jinneng Photovoltaic agreed to transfer and/or change the registration of the Leased Assets of the Previous Transaction VI to TSFL during the lease period at a transfer consideration of RMB370,000,000. The transfer consideration shall be paid by TSFL using its self-owned funds and/or commercial loans. At the same time, TSFL agreed to lease back the Leased Assets of the Previous Transaction VI to Jinneng Photovoltaic. Jinneng Photovoltaic is entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, Jinneng Photovoltaic shall purchase back the Leased Assets of the Previous Transaction VI from TSFL at a consideration of RMB1 in nominal value.

Previous Transaction VII

Date

19 October 2023

Parties

- (i) TSFL (as lessor)
- (ii) Tongfa Dongzhouyao Coal (as lessee)

For details relating to Tongfa Dongzhouyao Coal, please refer to the paragraph headed "General Information – Information of Tongfa Dongzhouyao Coal" in this announcement.

Leased Assets of the Previous Transaction VII

The Leased Assets of the Previous Transaction VII are certain trowel machine, crushers, coal miner and other machine and equipment located at the mine site of Tongfa Dongzhouyao Coal in Datong City, Shanxi Province, the PRC. The assessed value of the Leased Assets of the Previous Transaction VII is, in aggregate, approximately RMB505,162,000. Tongfa Dongzhouyao Coal does not separately calculate the profits before and after tax of the Leased Assets of the Previous Transaction VII.

Lease Period

Five years

Rent and Method of Payment

Pursuant to the Previous Finance Lease Agreement VII, TSFL agreed to lease back the Leased Assets of the Previous Transaction VII to Tongfa Dongzhouyao Coal. 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 RMB500,000,000. The total amount of lease interest for the lease period is approximately RMB51,465,000. The lease principal and lease interest shall be paid by Tongfa Dongzhouyao Coal to TSFL every three months during the lease period in accordance with the terms of the Previous Finance Lease Agreement VII.

The terms of the Previous Finance Lease Agreement VII, including the transfer consideration for the Leased Assets of the Previous Transaction VII, the lease principals, the lease interest and other expenses under the Previous Finance Lease Agreement VII were determined upon arm's length negotiations between Tongfa Dongzhouyao Coal and TSFL with reference to factors including the assessed value of the Leased Assets of the Previous Transaction VII, loan prime rate (LPR) and the prevailing market prices of the same category of finance lease products in the PRC.

The Leased Assets of the Previous Transaction VII and their Ownership

Tongfa Dongzhouyao Coal agreed to transfer and/or change the registration of the Leased Assets of the Previous Transaction VII to TSFL during the lease period at a transfer consideration of RMB500,000,000. The transfer consideration shall be paid by TSFL using its self-owned funds and/or commercial loans. At the same time, TSFL agreed to lease back the Leased Assets of the Previous Transaction VII to Tongfa Dongzhouyao Coal. Tongfa Dongzhouyao Coal is entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, Tongfa Dongzhouyao Coal shall purchase back the Leased Assets of the Previous Transaction VII from TSFL at a consideration of RMB1 in nominal value.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FINANCE LEASE AGREEMENTS

The Current Finance Lease Agreement and the Previous Finance Lease Agreements were entered into by TSFL during its ordinary and usual course of business and was classified as finance lease in accordance with the applicable accounting standards. Entering into the Current Finance Lease Agreement and the Previous Finance Lease Agreements with the Lessees / the Previous Lessees were beneficial to TSFL by increasing the income of its finance lease business and is consistent with the Group's business development strategy.

The Directors were of the view that the transactions contemplated under the Current Finance Lease Agreement and the Previous Finance Lease Agreements were conducted in the ordinary course of business of the Group on normal commercial terms, the terms under the Current Finance Lease Agreement and the Previous Finance Lease Agreements were fair and reasonable and were in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

Considered that the Previous Lessees to the Previous Transactions and the Lessee to the Current Transaction are subsidiaries of the same group, for the purpose of transaction classification under Chapter 14 of the Listing Rules, the Current Transaction and the Previous Transactions are aggregated according to Rule 14.22 of the Listing Rules. According to Chapter 14 of the Listing Rules, although the highest applicable percentage ratio of the Current Transaction is lower than 5%, the highest applicable percentage ratio is higher than 5% but lower than 25% when aggregated with the Previous Transactions. Therefore, the Current Transaction constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

GENERAL INFORMATION

Information of the Company

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are the underwriting of direct life insurance business in the PRC, Hong Kong, Macau and Singapore, direct property and casualty insurance business in the PRC, Hong Kong and overseas, pension and group life business, and all classes of global reinsurance business. The Company's subsidiaries also carry on operations in asset management, insurance intermediary, finance leasing, property investment, medical health and elderly care investment, securities dealing and broking business.

Information of TSFL

TSFL, a non-wholly owned subsidiary of the Group, is a limited liability company established in the PRC and is principally engaged in finance leasing, transfers or acquisitions of subject assets of finance leases, investment in fixed-income securities, taking in deposits of finance leases from lessees and three-month or longer term deposits from non-banking shareholders, inter-bank lending, borrowings from financial institutions, offshore borrowings, sales and handling of leased assets, and economic consultation and such other businesses as approved by the National Administration of Financial Regulation. As at the date of this announcement, TSFL is owned as to 50% by TPL and China Petrochemical Corporation, respectively.

Information of Tongfa Dongzhouyao Coal

Tongfa Dongzhouyao Coal is a company established in the PRC with limited liability, which is principally engaging in, among other things, mineral resources mining, coal mining, coal washing and processing, coal storage and coal wholesale. As at the date of this announcement, Tongfa Dongzhouyao Coal is owned as to 60% by Jinneng Holding Coal Group Company Limited* (晉能控股煤業集團有限公司) (“**Jinneng Coal**”), 30% by Guangzhou Zhujiang Electric Fuel Co., Ltd.* (廣州珠江電力燃料有限公司) (“**Guangzhou Zhujiang Electric**”) and 10% by Datong Queshan Fine Coal Co., Ltd.* (大同鵲山精煤有限責任公司). Guangzhou Zhujiang Electric is ultimately owned by Guangzhou Municipal People’s Government (廣州市人民政府) and Guangdong Provincial Department of Finance (廣東省財政廳). Jinneng Coal is a non-wholly owned subsidiary of Jinneng Holding Group. Jinneng Holding Group is a state-owned holding company in Shanxi Province which is 90% owned by the Shanxi SASAC and 10% owned by Shanxi Provincial Department of Finance (山西省財政廳). Jinneng Holding Group is a comprehensive energy enterprise group with coal, thermal power and clean power generation as its core business, integrating equipment manufacturing, logistics and trade, chemical diversification and modern services.

DEFINITIONS

Unless the context otherwise requires, the following terms in this announcement shall have the meanings set out below:

“Board”	the board of Directors
“Changyi Agricultural”	神木市昌益農業開發有限公司 (Shenmu City Changyi Agricultural Development Co., Ltd.*)
“China Petrochemical Corporation”	中國石油化工集團有限公司 (China Petrochemical Corporation*), and formerly known as 中國石油化工集團公司 (China Petrochemical Corporation*), a wholly state-owned enterprise incorporated in the PRC
“Company”	China Taiping Insurance Holdings Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Current Finance Lease Agreement”	a finance lease agreement in respect of the Leased Assets of the Current Transaction entered into between the Lessor and the Lessee on 1 December 2023
“Current Transaction”	the finance lease transaction contemplated under the Current Finance Lease Agreement
“Director(s)”	the director(s) of the Company
“Dongsheng Technology”	神木市東升科技發展有限公司 (Shenmu City Dongsheng Technology Development Co., Ltd.*)
“Finance Lease Transactions”	collectively, the Previous Transactions and the Current Transaction
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jinkong Power”	晉控電力山西新能源有限公司 (Jinkong Power Shanxi New Energy Co., Ltd.*)
“Jinneng Holding Group”	晉能控股集團有限公司 (Jinneng Holding Group Company Limited*)
“Jinneng Photovoltaic”	晉能清潔能源光伏發電有限責任公司 (Jinneng Clean Energy Photovoltaic Power Generation Co., Ltd.*)
“Leased Assets of the Current Transaction”	Crushers, transport machines, coal miner and other machines and equipment located in Datong City, Shanxi Province, the PRC
“Leased Assets of the Previous Transactions”	the leased assets of the Previous Transactions, including the Leased Assets of the Previous Transaction I, the Leased Assets of the Previous Transaction II, the Leased Assets of the Previous Transaction III, the Leased Assets of the Previous Transaction IV, the Leased Assets of the Previous Transaction V, the Leased Assets of the Previous Transaction VI and/or the Leased Assets of the Previous Transaction VII, details of which are set out in this announcement
“Lessee” or “Tongfa Dongzhouyao Coal”	大同煤礦集團同發東周窯煤業有限公司 (Datong Coal Mine Group Tongfa Dongzhouyao Coal Co., Ltd.*), a limited liability company established in the PRC
“Lessor”	TSFL
“Light Energy Technology”	神木市光能科技發展有限公司 (Shenmu City Light Energy Technology Development Co., Ltd.*)
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Lvyuan New Energy”	神木市綠源新能源電力有限公司 (Shenmu City Lvyuan New Energy Power Co., Ltd.*)
“PRC”	The People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Previous Finance Lease Agreement(s)”	the finance lease agreement(s) in respect of the Leased Assets of the Previous Transactions entered into between the Lessor and the Previous Lessees in the past 12 months, details of which are set out in the paragraph headed “Previous Transactions” in this announcement
“Previous Lessee(s)”	the Previous Lessee(s) I (Jinkong Power and/or Zhongjiu Agricultural), the Previous Lessee(s) II (Jinkong Power and/or Dongsheng Technology), the Previous Lessee(s) III (Jinkong Power and/or Light Energy Technology), the Previous Lessee(s) IV (Jinkong Power and/or Lvyuan New Energy), the Previous Lessee(s) V (Jinkong Power and/or Changyi Agricultural), the Previous Lessee VI (Jinneng Photovoltaic) and/or Tongfa Dongzhouyao Coal, details of which are set out in this announcement

“Previous Transaction(s)”	the finance lease transaction(s) contemplated under the Previous Finance Lease Agreement(s), including the Previous Transaction I, the Previous Transaction II, the Previous Transaction III, the Previous Transaction IV, the Previous Transaction V, the Previous Transaction VI and the Previous Transaction VII, details of which are set out in the paragraph headed “Previous Transactions” in this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	The State-owned Assets Supervision and Administration Commission of the State Council
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“TPL”	Taiping Life Insurance Company Limited, a company established in the PRC with limited liability and a subsidiary of the Company owned as to 75.1% by the Company as at the date of this announcement
“TSFL”	太平石化金融租賃有限責任公司 (Taiping & Sinopec Finance Leasing Co. Ltd.*), a limited liability company established in the PRC and a subsidiary of the Company, owned as to 50% by TPL and China Petrochemical Corporation, respectively, as at the date of this announcement
“Zhongjiu Agricultural”	神木市中久農業開發有限公司 (Shenmu City Zhongjiu Agricultural Development Co., Ltd.*)
“%”	per cent

** for identification purpose only*

By Order of the Board of
China Taiping Insurance Holdings Company Limited
ZHANG Ruohan
Company Secretary

Hong Kong, 1 December 2023

As at the date of this announcement, the Board comprises 10 directors, of which Mr. WANG Sidong, Mr. YIN Zhaojun and Mr. LI Kedong are executive directors, Mr. GUO Zhaoxu, Mr. HU Xingguo and Ms. ZHANG Cui are non-executive directors, and Mr. ZHU Dajian, Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny are independent non-executive directors.