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江山控股
KongSun Holdings

KONG SUN HOLDINGS LIMITED
江山控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 295)

DISCLOSEABLE TRANSACTION
FINANCE LEASE ARRANGEMENT

THE FINANCE LEASE AGREEMENT

On 27 October 2025, Lingbi Yongji as lessee, and CZB Leasing as lessor entered into the Finance Lease Agreement, pursuant to which CZB Leasing shall purchase the Leased Assets from Lingbi Yongji for a total consideration of RMB52,000,000. The Leased Assets would then be leased to Lingbi Yongji for a term of 10 years. The ownership of the Leased Assets under the Finance Lease Agreement will be vested in CZB Leasing throughout the Lease Period. At the end of the Lease Period or upon early termination of the Finance Lease Agreement and subject to payments by Lingbi Yongji of (i) all amounts due under the Finance Lease Agreement; and (ii) a nominal consideration of RMB100 for the Leased Assets, the ownership of the Leased Assets will be vested in Lingbi Yongji.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio set out in Rule 14.07 of the Listing Rules in respect of the Finance Lease Agreement is more than 5% but lower than 25%, the entering into of the Finance Lease Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

THE FINANCE LEASE AGREEMENT

On 27 October 2025, Lingbi Yongji as lessee, and CZB Leasing as lessor, entered into the Finance Lease Agreement.

A summary of the principal terms of the Finance Lease Agreement is set out below:

Sale and purchase arrangements and consideration

Pursuant to the Finance Lease Agreement, CZB Leasing shall purchase the Leased Assets from Lingbi Yongji for a total consideration of RMB52,000,000. The consideration shall be payable in cash by CZB Leasing to the designated account of Lingbi Yongji, which was determined after arm's length negotiations between parties to the Finance Lease Agreement by reference to the prevailing market price of the Leased Assets and the financial needs of the Group.

The consideration shall be payable by Lingbi Yongji after the fulfillment of certain conditions precedent as set out in the Finance Lease Agreement.

Conditions precedent

Payment of the consideration under the Finance Lease Agreement is subject to fulfilment of the following conditions precedent, which are waivable by CZB Leasing:

(a) Lingbi Yongji has been authorised to sign agreements relating to the transaction, and the Transaction Documents having been executed and taken effect;

(b) CZB Leasing having received payment of the risk deposit in the amount of RMB2,600,000 and other amount (if any) payable under the Finance Lease Agreement;

(c) the completion of the relevant registration procedures in relation to the Pledges; approval (if any) and announcements (if any) required for the guarantee and the Pledges;

(d) CZB Leasing having received the relevant documentary proof for confirming the ownership of the Leased Assets;

(e) CZB Leasing having received the relevant financial information relating to the Leased Assets; and

(f) Other conditions prescribed by the laws for payment of purchase consideration by CZB Leasing.

Lease back arrangements

Pursuant to the Finance Lease Agreement, CZB Leasing agreed to lease the Leased Assets to Lingbi Yongji for a term of 10 years.

Lease payments

Pursuant to the Finance Lease Agreement, the total estimated aggregate lease payments payable by Lingbi Yongji to CZB Leasing shall be approximately RMB62,553,000 in 120 monthly instalments, being the principal lease cost of RMB52,000,000 plus the estimated aggregate interest of approximately RMB10,553,000. The estimated interests are calculated at a floating rate determined with reference to the LPR on 20 October 2025 at 3.5% plus 50 basis point. The annual effective floating rate based on current calculation will be approximately 4.0%. On the 15th day of the month following the actual payment month of the principal amount each year, the rate shall be adjusted in accordance with the latest prevailing five-year LPR at that time. Lingbi Yongji intends to finance the total lease payments by using the Group's internal resources.

The obligations of Lingbi Yongji under the Finance Lease Agreement shall be secured by the Pledges and a corporate guarantee from Kong Sun Yongtai in favour of CZB Leasing. Lingbi Yongji shall pay a penalty of 0.05% per day for any breach of contract. Lingbi Yongji shall first pay a risk deposit of RMB2,600,000, which will be repayable upon the end of the Leased Period. Early termination shall incur a penalty of 1% of the outstanding principal.

Ownership of the Leased Assets

During the Lease Period, the ownership of the Leased Assets under the Finance Lease Agreement will be vested in CZB Leasing and Lingbi Yongji has the rights to use the Leased Assets. At the end of the Lease Period or upon early termination of the Finance Lease Agreement and subject to payments by Lingbi Yongji of (i) all amounts due under the Finance Lease Agreement; and (ii) a nominal consideration of RMB100 for the Leased Assets, the ownership of the Leased Assets will be vested in Lingbi Yongji.

The estimated aggregate lease payments under the Finance Lease Agreement were determined after arm's length negotiations between the parties to the Finance Lease Agreement with reference to the principal amounts of the lease or the consideration for the Leased Assets under the Finance Lease Agreement, the prevailing market interest rate for finance lease of comparable assets and the financial needs of the Group.

REASONS FOR AND BENEFITS OF THE FINANCE LEASE ARRANGEMENT

The Transaction Documents and the transactions contemplated thereunder have been agreed under normal commercial terms and after arm's length negotiations between the relevant parties and provide the Group with a lower finance cost. The Directors therefore consider that the terms of the Transaction Documents and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE LEASED ASSETS

As at 30 June 2025, the unaudited book value (prepared under the PRC GAAP) of the Leased Assets was approximately RMB66,076,000. The key financial information (prepared under the PRC GAAP) of the Leased Assets for the two years ended 31 December 2024 is set out as follows:

	For the year ended 31 December	
	2023	2024
	(unaudited)	(unaudited)
	(RMB'000)	*(RMB'000)*
The profit before tax attributable to the Leased Assets	**3,199**	2,832
The profit after tax attributable to the Leased Assets	**2,399**	2,124

INFORMATION ON LINGBI YONGJI

As at 30 June 2025, the unaudited net liabilities (prepared under the PRC GAAP) of Lingbi Yongji was approximately RMB27,124,000. The key financial information (prepared under the PRC GAAP) of Lingbi Yongji for the two years ended 31 December 2024 is set out as follows:

	For the year ended 31 December	
	2023	2024
	(audited)	(audited)
	(RMB'000)	*(RMB'000)*
The loss before tax attributable to Lingbi Yongji	**(3,696)**	(4,321)
The loss after tax attributable to Lingbi Yongji	**(3,444)**	(4,208)

FINANCIAL EFFECT OF THE FINANCE LEASE ARRANGEMENT AND USE OF PROCEEDS

It is expected that according to the Hong Kong Financial Reporting Standards, the transactions contemplated under the Finance Lease Arrangement shall be accounted for as financing arrangements and therefore would not give rise to any gain or loss. After deducting the incidental costs attributable to the Finance Lease Arrangement, the Group will receive net disposal proceeds of approximately RMB51,500,000 under the Finance Lease Arrangement, which is expected to be used to repay current indebtedness.

INFORMATION ON THE COMPANY, KONG SUN YONGTAI AND LINGBI YONGJI

The Company is principally engaged in the investment in and operation of solar power plants and provision of financial services and asset management services.

Kong Sun Yongtai is a company established in the PRC and an indirect wholly-owned subsidiary of the Company, which is principally engaged in the investment and operation of solar-power plants.

Lingbi Yongji is a company established in the PRC and an indirect wholly-owned subsidiary of the Company, which is principally engaged in solar power generation. As at the date of this announcement, Lingbi Yongji is wholly owned by Jinan Tianguan.

INFORMATION ON CZB LEASING

CZB Leasing is a non-banking financial institution established in the PRC. CZB Leasing and its subsidiaries are principally engaged in providing comprehensive leasing services to high-quality customers in industries including aviation, infrastructure, shipping, inclusive finance, new energy and manufacturing of high-end equipment. As at the date of this announcement, CZB Leasing is held as to (i) 51% interest by China Zheshang Bank Co., Ltd., whose shares are listed on the main board of Shenzhen Stock Exchange (Stock code: 601916) and the Stock Exchange (Stock code: 02016); (ii) 29% interest by 浙江省創新投資集團有限公司 (Zhejiang Provincial Innovation Investment Group Co., Ltd.) ("**Zhejiang Innovation**"); and (iii) 20% interest by 舟山海洋綜合開發投資有限公司 (Zhoushan Marine Development and Investment Co., Ltd.) ("**Zhoushan Marine**").

Zhejiang Innovation is a state-owned enterprise established in the PRC with limited liability. Based on publicly available information, Zhejiang Innovation is wholly-owned by 浙江省財政廳 (Zhejiang Provincial Department of Finance*) ("**Zhejiang DOF**").

Zhoushan Marine is a company established in the PRC with limited liability. Based on publicly available information, Zhoushan Marine is wholly-owned by 舟山海洋投資集團有限公司 (Zhoushan Marine Investment Holdings Co., Ltd.) ("**Zhoushan Holdings**"). Zhoushan Holdings is effectively held as to (i) 68.4% interest by 舟山市國有資產監督管理委員會 (SASA of Zhoushan City*); (ii) 9.94% interest by Zhejiang DOF; and (iii) 5.46% interest by 嵊泗縣國有資產管理委員會 (SASA of Shengsi County*); (iv) 5.4% interest by 舟山市定海區財政局 (Zhoushan City Dinghai District Department of Finance*); (v) 5.4% interest by 舟山市普陀區財政局 (Zhoushan City Putuo District Department of Finance*); (vi) 5.4% interest by 岱山縣財政局 (Daishan County Department of Finance*).

All the shareholders of Zhejiang Innovation and Zhoushan Marine are state-owned enterprises established in the PRC with limited liability. Based on publicly available information, their ultimate beneficial owner are Zhejiang DOF, Zhoushan Municipal State-owned Assets Supervision and Administration Commission (舟山市國資委), and the Finance Bureaus (State-owned Assets Supervision and Administration Commissions) of Shengsi County, Dinghai District, Putuo District, and Daishan County, Zhoushan City (舟山市嵊泗縣、定海區、普陀區、岱山縣財政局(國資委)).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, CZB Leasing and its ultimate beneficial owners are Independent Third Parties.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio set out in Rule 14.07 of the Listing Rules in respect of the Finance Lease Agreement is more than 5% but lower than 25%, the entering into of the Finance Lease Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement 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:

"Board"	board of Directors
"Company"	Kong Sun Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 295)

"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"CZB Leasing"	浙江浙銀金融租賃股份有限公司 (China Zhejiang Bank Financial Leasing Co., Ltd.*), a company established in the PRC with limited liability
"Director(s)"	director(s) of the Company
"Finance Lease Agreement"	the finance lease agreement dated 27 October 2025 entered into between Lingbi Yongji, as lessee, and CZB Leasing, as lessor, for the Leased Assets for a total consideration of RMB52,000,000
"Finance Lease Arrangement"	the transactions contemplated under the Transaction Documents
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	party(ies) who are independent of the Company and connected persons of the Company
"Jinan Tianguan"	濟南天冠能源科技有限公司 (Jinan Tianguan Energy Technology Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
"Kong Sun Yongtai"	江山永泰投資控股有限公司 (Kong Sun Yongtai Investment Holding Co., Ltd.*), a company established in the PRC and an indirect wholly-owned subsidiary of the Company
"Lease Period"	the lease period of 10 years commencing on the date of payment of the total consideration for the Leased Assets by Lingbi Yongji
"Leased Assets"	certain photovoltaic power generating equipment and ancillary facilities regarding a 20MW photovoltaic power plant located in Sanjie Town, Suzhou City, Anhui Province, the PRC
"Lingbi Yongji"	靈璧永基新能源科技有限公司 (Lingbi Yongji New Energy Technology Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"LPR"	the loan prime rate for loans with a maturity of above 5 years as promulgated by the National Interbank Funding Centre under the authority of the People's Bank of China
"MW"	megawatts
"Pledges"	collectively, (a) a pledge on the electricity bill receivables by Lingbi Yongji (in the amount of approximately RMB4,764,000 as at 31 December 2024); and (b) a pledge of the entire equity interest in Lingbi Yongji by Jinan Tianguan, all in favour of CZB Leasing
"PRC"	the People's Republic of China
"PRC GAAP"	the generally accepted accounting principles of the PRC
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holder(s) of the Shares
"Shares"	ordinary share(s) in the share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Transaction Documents"	collectively, the Finance Lease Agreement and the relevant agreements relating to the Pledges
"%"	per cent.

By order of the Board
Kong Sun Holdings Limited
Mr. Jiang Hengwen
Chairman and Non-executive Director

Hong Kong, 27 October 2025

As of the date of this announcement, the Board comprises three executive Directors, Mr. Hua Min, Mr. Li Guo and Ms. Liu Ying, one non-executive Director, Mr. Jiang Hengwen, and three independent non-executive Directors, Ms. Sun Yiwen, Mr. Tang Jian and Ms. Tang Yinghong.

* *For identification purposes only*