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CHINA CHENGTONG DEVELOPMENT GROUP LIMITED

中國誠通發展集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 217)

MAJOR TRANSACTION – LEASED ASSETS TRANSFER ARRANGEMENTS

LEASED ASSETS TRANSFER ARRANGEMENTS

On 17 September 2025, Chengtong Financial Leasing, an indirect wholly-owned subsidiary of the Company, entered into the Leased Assets Transfer Agreements with the Co-Lessees, pursuant to which Chengtong Financial Leasing will purchase the Leased Assets from the Co-Lessees, and the relevant Leased Assets will be leased to the Co-Lessees for the relevant Lease Terms, subject to early termination in accordance with the terms and conditions of the Leased Assets Transfer Agreements.

IMPLICATIONS UNDER THE LISTING RULES

Chengtong Financial Leasing and Lessee I entered into the Previous Transactions on 10 December 2024 and 20 December 2024 respectively. Since the Previous Transactions are still subsisting when the Leased Assets Transfer Arrangements were entered into, the Leased Assets Transfer Arrangements are aggregated with the Previous Transactions for the purpose of calculating the relevant percentage ratios (as defined in the Listing Rules).

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Leased Assets Transfer Arrangements, when aggregated with the Previous Transactions, exceeds 25% but is less than 100%, the entering into of the Leased Assets Transfer Arrangements constitutes a major transaction of the Company and is subject to the notification, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of his/her/its close associate(s) (as defined in the Listing Rules) has a material interest in the Leased Assets Transfer Arrangements. Thus, no Shareholder is required to abstain from voting if the Company were to convene a general meeting to approve the Leased Assets Transfer Arrangements. In light of the foregoing, written Shareholders' approval may be accepted in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. The Company has obtained written Shareholder's approval in respect of the Leased Assets Transfer Arrangements from China Chengtong Hong Kong Company Limited, which is a controlling shareholder (as defined in the Listing Rules) of the Company holding 3,169,656,217 issued shares of the Company, representing approximately 53.14% of the issued share capital of the Company as at the date of this announcement. Accordingly, no general meeting of the Company will be convened for the purpose of approving the Leased Assets Transfer Arrangements.

A circular containing, among other things, (i) information on the Leased Assets Transfer Arrangements, and (ii) other information required under the Listing Rules will be despatched to the Shareholders on or before 10 October 2025, which is within 15 business days after the publication of this announcement.

On 17 September 2025, Chengtong Financial Leasing, an indirect wholly-owned subsidiary of the Company, entered into the Leased Assets Transfer Agreements with the Co-Lessees in respect of the Leased Assets Transfer Arrangements, the major terms of which are set out below.

LEASED ASSETS TRANSFER ARRANGEMENTS

Parties

Lessor: Chengtong Financial Leasing

Lessees: Lessee I and Lessee II (the “**Co-Lessees**”)

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) Lessee I is a company whose shares are quoted on the National Equities Exchanges and Quotations in the PRC (stock code: 833499) and its largest shareholder holding approximately 20.05% of its equity interest is Diantou Ronghe New Energy Development Co., Ltd., a state-owned enterprise owned as to 35.64% by State Power Investment Group Co., Ltd., whose ultimate beneficial owner is SASAC of the State Council; (ii) Lessee II is wholly-owned by Lessee I; (iii) the Co-Lessees and their ultimate beneficial owner(s) are Independent Third Parties; and (iv) the Co-Lessees are principally engaged in the business of leasing.

Subject matter

Subject to the fulfilment of the conditions as set out in the Leased Assets Transfer Agreements (including but not limited to the provision of all necessary documents or information by the Co-Lessees evidencing their ownership in the Leased Assets, and the obtaining of all necessary approvals by the Co-Lessees in relation to the Leased Assets Transfer Arrangements), Chengtong Financial Leasing will purchase the Leased Assets from the Co-Lessees at the Purchase Price of RMB95 million (equivalent to HK\$103.55 million), and the relevant Leased Assets will be leased to the Co-Lessees for periods of 12 months, 15 months and 24 months respectively (collectively the “**Lease Terms**”) from the date on which the Purchase Price is paid by Chengtong Financial Leasing in respect of the Leased Assets, subject to early termination in accordance with the terms and conditions of the Leased Assets Transfer Agreements.

If any of the conditions under the Leased Assets Transfer Agreements is not satisfied on or before 31 December 2025, Chengtong Financial Leasing shall have the right to unilaterally terminate the Leased Assets Transfer Agreements.

Purchase Price

The Purchase Price was agreed between Chengtong Financial Leasing and the Co-Lessees with reference to the net book value of the Leased Assets of approximately RMB98.70 million (equivalent to approximately HK\$107.58 million). The Leased Assets are not revenue generating assets with identifiable income stream.

The Purchase Price of the Leased Assets will be satisfied by the general working capital of the Group.

Legal title

Chengtong Financial Leasing owns the legal title of the Leased Assets during the Lease Terms.

Lease payment

The total amount of lease payment over the Lease Terms in respect of the Leased Assets Transfer Arrangements shall be paid by the Co-Lessees to Chengtong Financial Leasing in accordance with the respective payment schedules and represents the sum of the lease principal amount (being the amount of the Purchase Price to be paid by Chengtong Financial Leasing) and the lease interest under the relevant Leased Assets Transfer Agreements.

The lease payment of the Leased Assets Transfer Arrangements has been agreed between the parties after arm's length negotiation taking into account a number of factors, such as the amount of lease principal, the lease term, the overall return rate attained by the Group having considered the amount of lease interests and the prevailing market conditions.

Co-Lessees' right to repurchase the Leased Assets

Upon the Co-Lessees having paid all the lease payments and other payables (if any) to Chengtong Financial Leasing in accordance with the terms of the Leased Assets Transfer Agreements, the Co-Lessees shall have the right to repurchase the Leased Assets under each of the Leased Assets Transfer Agreements at a nominal consideration of RMB1.00.

Security

In order to guarantee the performance of the Leased Assets Transfer Agreements by the Co-Lessees, each of the Co-Lessees has agreed to pledge certain of its receivables to Chengtong Financial Leasing as security for all payables under the Leased Assets Transfer Agreements.

Credit enhancement measures

Depending on the overall risks associated with a leased assets transfer arrangement, Chengtong Financial Leasing may request appropriate credit enhancement measure(s) on a case-by-case basis. Chengtong Financial Leasing will monitor, among others, the financial conditions of the lessee(s) and the security provider(s) (if any) from time to time and may request the lessee(s) to provide security such as the payment of security money and the provision of corporate guarantee to safeguard its interests as the lessor as and when Chengtong Financial Leasing considers necessary.

Material terms of each of the Leased Assets Transfer Agreements

The general terms and conditions of each of the Leased Assets Transfer Agreements are substantially the same. Their respective key terms are summarised as follows:

	Leased Assets Transfer Agreement I	Leased Assets Transfer Agreement II	Leased Assets Transfer Agreement III
Date of agreement	17 September 2025	17 September 2025	17 September 2025
Lessee	The Co-Lessees	The Co-Lessees	The Co-Lessees
Leased Assets	Certain vehicles, aerial work platforms and scissor lifts	Certain scissor lifts, towing vehicles and semitrailers	Certain vehicles, aerial work platforms, batteries, charging piles, etc.
Net book value of the Leased Assets	Approximately RMB10.82 million (equivalent to approximately HK\$11.79 million)	Approximately RMB23.83 million (equivalent to approximately HK\$25.98 million)	Approximately RMB64.05 million (equivalent to approximately HK\$69.81 million)
Purchase Price	RMB10.45 million (equivalent to approximately HK\$11.39 million)	RMB23.75 million (equivalent to approximately HK\$25.89 million)	RMB60.80 million (equivalent to approximately HK\$66.27 million)
Lease term	12 months	15 months	24 months
Lease interest	Approximately RMB0.26 million (equivalent to approximately HK\$0.28 million)	Approximately RMB0.67 million (equivalent to approximately HK\$0.73 million)	Approximately RMB2.55 million (equivalent to approximately HK\$2.78 million)
Lease payment	Approximately RMB10.71 million (equivalent to approximately HK\$11.67 million), payable on a quarterly basis during the lease term	Approximately RMB24.42 million (equivalent to approximately HK\$26.62 million), payable on a quarterly basis during the lease term	Approximately RMB63.35 million (equivalent to approximately HK\$69.05 million), payable on a quarterly basis during the lease term

REASONS FOR AND BENEFITS OF THE LEASED ASSETS TRANSFER ARRANGEMENTS

The Group is principally engaged in leasing, property development and investment, marine recreation services and hotel business as of the date of this announcement. The Group's leasing business is mainly carried out through Chengtong Financial Leasing as its principal business.

The entering into of the Leased Assets Transfer Arrangements is in the ordinary and usual course of business of Chengtong Financial Leasing and it is expected that Chengtong Financial Leasing will earn an income of approximately RMB3.48 million (equivalent to approximately HK\$3.79 million), being the total lease interest in respect of the Leased Assets Transfer Arrangements.

The Directors are of the view that the terms of the Leased Assets Transfer Arrangements are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

IMPLICATION UNDER THE LISTING RULES

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To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of his/her/its close associate(s) (as defined in the Listing Rules) has a material interest in the Leased Assets Transfer Arrangements. Thus, no Shareholder is required to abstain from voting if the Company were to convene a general meeting to approve the Leased Assets Transfer Arrangements. In light of the foregoing, written Shareholders' approval may be accepted in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. The Company has obtained written Shareholder's approval in respect of the Leased Assets Transfer Arrangements from China Chengtong Hong Kong Company Limited, which is a controlling shareholder (as defined in the Listing Rules) of the Company holding 3,169,656,217 issued shares of the Company, representing approximately 53.14% of the issued share capital of the Company as at the date of this announcement. Accordingly, no general meeting of the Company will be convened for the purpose of approving the Leased Assets Transfer Arrangements.

A circular containing, among other things, (i) information on the Leased Assets Transfer Arrangements, and (ii) other information required under the Listing Rules will be despatched to the Shareholders on or before 10 October 2025, which is within 15 business days after the publication of this announcement.

DEFINITIONS

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

“Board”	means the board of Directors
“Chengtong Financial Leasing”	means Chengtong Financial Leasing Company Limited, a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Company”	means China Chengtong Development Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	means the director(s) of the Company
“Group”	means the Company and its subsidiaries as at the date of this announcement
“HK\$”	means Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	means third party(ies) independent of the Company and its connected persons (having the meaning ascribed to it under the Listing Rules)
“Leased Assets”	means certain vehicles, aerial work platforms, scissor lifts, towing vehicles, semitrailers, batteries, charging piles, etc
“Leased Assets Transfer Agreement I”	means the leased assets transfer agreement and the leased assets agreement in respect of the relevant Leased Assets dated 17 September 2025 and signed between Chengtong Financial Leasing and the Co-Lessees for a period of 12 months

“Leased Assets Transfer Agreement II”	means the leased assets transfer agreement and the leased assets agreement in respect of the relevant Leased Assets dated 17 September 2025 and signed between Chengtong Financial Leasing and the Co-Lessees for a period of 15 months
“Leased Assets Transfer Agreement III”	means the leased assets transfer agreement and the leased assets agreement in respect of the relevant Leased Assets dated 17 September 2025 and signed between Chengtong Financial Leasing and the Co-Lessees for a period of 24 months
“Leased Assets Transfer Agreements”	means, collectively, Leased Assets Transfer Agreement I, Leased Assets Transfer Agreement II and Leased Assets Transfer Agreement III
“Leased Assets Transfer Arrangements”	means the purchase of the Leased Assets by Chengtong Financial Leasing from the Co-Lessees and the leasing of the Leased Assets to the Co-Lessees pursuant to the terms of the Leased Assets Transfer Agreements
“Lessee I”	means China KangFu International Leasing Co., Ltd., a joint stock limited company established in the PRC
“Lessee II”	means Fuhong Capital (Hunan) Financial Leasing Co., Ltd., a company established in the PRC with limited liability
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	means the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Previous Transaction I”	means the Sale and Leaseback Arrangement between Chengtong Financial Leasing and Lessee I for certain power generation and related equipment of a wind power station for a period of two (2) years, as detailed in the Company’s announcement dated 10 December 2024

“Previous Transaction II”	means the sale and leaseback arrangement pursuant to the Sale and Leaseback Master Agreement entered into between Chengtong Financial Leasing and Lessee I in respect of certain power generation and related equipment of a wind power station for a period of two (2) years, the details of which are set out in the announcement of the Company dated 20 December 2024 and the circular of the Company dated 24 January 2025
“Previous Transactions”	means, collectively, Previous Transaction I and Previous Transaction II
“Purchase Price”	means the consideration payable by Chengtong Financial Leasing for the purchase of the leased assets from the Co-Lessees
“RMB”	means Renminbi, the lawful currency of the PRC
“SASAC”	means The State-owned Assets Supervision and Administration Commission
“Shareholder(s)”	means the shareholder(s) of the Company
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“%”	means per cent.

In this announcement, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.00 to approximately HK\$1.09. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

The English names of all PRC entities in this announcement are for identification purpose only.

By Order of the Board
China Chengtong Development Group Limited
Li Qian
Chairman

Hong Kong, 17 September 2025

As at the date of this announcement, the executive Directors are Mr. Li Qian and Ms. Sun Jie; and the independent non-executive Directors are Mr. Lee Man Chun, Tony, Professor He Jia and Mr. Liu Lei.