

*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.*



**INTERNATIONAL ALLIANCE FINANCIAL LEASING CO., LTD.**

**国际友联融资租赁有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1563)**

**INSIDE INFORMATION  
MEMORANDUM OF UNDERSTANDING  
IN RELATION TO A POSSIBLE ACQUISITION**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO.

**THE MOU**

The Board is pleased to announce that on 19 April 2021 (after trading hours), the Company, as potential purchaser, entered into the MOU with the Potential Vendor in relation to the Possible Acquisition.

**GENERAL**

In the event that the Possible Acquisition materialises, it would constitute a notifiable and connected transaction of the Company under the Listing Rules. Further announcement(s) in relation to the Possible Acquisition will be made by the Company as and when appropriate in compliance with the Listing Rules.

**There is no assurance that any transactions referred to in this announcement will materialise or eventually be consummated. Shareholders of the Company and potential investors should note that the Possible Acquisition is subject to, among other things, the result of the Due Diligence Review, the entering into of a formal agreement, and negotiations of the terms and conditions of the Possible Acquisition which are yet to be made. The Possible Acquisition may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

This announcement is made by International Alliance Financial Leasing Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 19 April 2021 (after trading hours), the Company entered into a memorandum of understanding (the “**MOU**”) with 南山集團有限公司 (Nanshan Group Co., Ltd.\*) (“**Nanshan Group**” or “**Potential Vendor**”) in relation to a possible acquisition by the Company (or its designated nominee) of the entire sponsor’s interest in 煙台南山學院 (Yantai Nanshan University\*) (the “**Target School**”) from the Potential Vendor (the “**Possible Acquisition**”). Details of the MOU are set out below:

## **THE MOU**

Date: 19 April 2021 (after trading hours)

Parties: (1) Nanshan Group as the potential vendor; and  
(2) the Company as the potential purchaser.

## **Assets intended to be acquired**

Pursuant to the MOU, the Potential Vendor intend to sell and the Company (or its designated nominee) intends to acquire the entire sponsor’s interest in the Target School.

## **Due diligence review**

Pursuant to the MOU, during the period commencing from the date of the signing of the MOU and ending on sixty (60) days after the signing of the MOU (the “**Due Diligence Review Period**”), the Company (and its advisers and/or agents) shall be entitled to conduct due diligence review on the business, financial and legal affairs of the Target School (the “**Due Diligence Review**”). The Potential Vendor shall procure the Target School (including its management personnel) to cooperate with and provide such assistance to the Company (and its advisers and/or agents) for the Due Diligence Review. The Due Diligence Review Period can be further extended upon mutual consent of the parties to the MOU.

## **Exclusivity**

During the Due Diligence Review Period and subject to the Company’s prior consent, the Potential Vendor shall not and shall procure the Target School (including its management personnel) not to cooperate with or provide assistance to other enterprises or commercial entities to commence or carry

out any investigation, analysis or research of the Target School, and the Potential Vendor shall not negotiate, discuss or enter into any legally binding agreement in relation to the disposal of the Target School.

### **Termination**

The MOU shall be terminated at the earlier of:

- (i) the expiry of the Due Diligence Review Period;
- (ii) the entering into of any written arrangement by the parties to the MOU; or
- (iii) the entering into of a formal agreement in relation to the Possible Acquisition of the Target School.

### **Legal effect**

The MOU does not constitute a definitive and legally binding transaction for the Company, and does not create legally binding obligations on the parties thereto but is legally binding as to certain general and miscellaneous provisions relating to, among others, the Due Diligence Review, the Due Diligence Review Period, exclusivity, expenses, governing laws, validity period, confidentiality, and termination. Subject to the results of the Due Diligence Review, the Company shall have absolute discretion on whether to negotiate or enter into any definitive arrangement with the Potential Vendor on the Possible Acquisition.

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

The Group is principally engaged in the finance leasing business. Other than focusing on its existing business, the Group has been exploring viable investment opportunities from time to time to diversify its business and broaden its source of revenue to ensure sustainable growth. The Directors consider that it is in the interests of the Company and its shareholders as a whole to enter into the MOU to explore the possibility of diversification of the business of the Group.

### **INFORMATION OF THE GROUP**

The Company is an investment holding company. The Group is principally engaged in the finance leasing and advisory services to customers mainly in the healthcare, aviation and public infrastructure industries.

### **INFORMATION OF THE POTENTIAL VENDOR AND THE TARGET SCHOOL**

Nanshan Group is a company established in the People's Republic of China (the "PRC") with limited liability. Nanshan Group, together with its subsidiaries, are a conglomerate with principal businesses encompassing aluminum, textile apparel, petrochemical, finance, aviation, real estate, healthcare,

education and tourism. Nanshan Group is owned as to 51% by the village member committee of the Nanshan Village, Dongjiang Street, Longkou City, Shandong Province, PRC\* (龍口市東江街道南山村民委員會) and 49% by Mr. Song Zuowen. Mr. Song Zuowen is the father-in-law of Ms. Sui Yongqing (“**Ms. Sui**”), a controlling shareholder of the Company. Also, Ms. Sui is the wife of Mr. Song Jianbo, who is the legal representative, chairman and general manager of Nanshan Group. For the purpose of the connected transaction rules under the Listing Rules, the Directors considered Nanshan Group to be a deemed connected person under Rule 14A.21 of the Listing Rules.

As advised by the Potential Vendor, the Target School is located in Longkou City, Shandong Province, the PRC, and is a private university approved by the Ministry of Education of the PRC in 2005.

## **GENERAL**

In the event that the Possible Acquisition materialises, it would constitute a notifiable and connected transaction of the Company under the Listing Rules. Further announcement(s) in relation to the Possible Acquisition will be made by the Company as and when appropriate in compliance with the Listing Rules.

**There is no assurance that any transactions referred to in this announcement will materialise or eventually be consummated. Shareholders of the Company and potential investors should note that the Possible Acquisition is subject to, among other things, the result of the Due Diligence Review, the entering into of a formal agreement, and negotiations of the terms and conditions of the Possible Acquisition which are yet to be made. The Possible Acquisition may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board  
**International Alliance Financial Leasing Co., Ltd.**  
**Jiao Jianbin**  
*Non-Executive Director*

Hong Kong, 19 April 2021

*As at the date of this announcement, the executive Directors are Mr. Li Luqiang and Mr. Li Zhixuan; the non-executive Director is Mr. Jiao Jianbin; and the independent non-executive Directors are Mr. Liu Changxiang, Mr. Liu Xuwei and Mr. Jiao Jian.*

\* *For identification purposes only*