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ALLIANCE INTERNATIONAL EDUCATION LEASING HOLDINGS LIMITED

友聯國際教育租賃控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1563)

**REVISION OF ANNUAL CAPS OF CONTINUING CONNECTED
TRANSACTIONS IN RELATION TO THE FRAMEWORK
PROCUREMENT AGREEMENTS**

References are made to the announcements of the Company dated 6 July 2022 and 18 August 2022, respectively, as well as the circular of the Company dated 3 August 2022 in relation to the Framework Procurement Agreements, pursuant to which Nanshan University agreed to procure the Goods and Services from the Connected Transaction Counterparties during the term of the Framework Procurement Agreements.

The actual demand for the Goods and Services under the Framework Procurement Agreements is expected to exceed the original expectations which will result in a corresponding increase in the total amount of expected procurement payable by Nanshan University to the Connected Transaction Counterparties under such agreements. As such, the aggregate amount of expected procurement payable by Nanshan University to the Connected Transaction Counterparties under the Framework Procurement Agreements are expected to be higher than the level envisaged at the time when the parties entered into the Framework Procurement Agreements. The Board expects that the Existing Annual Caps may not be sufficient and proposes such annual caps be revised and increased to the Revised Annual Caps through the entering into of the Supplemental Agreements on 11 August 2023.

LISTING RULES IMPLICATION

As at the date of this announcement, the Company has effective control over Nanshan University and enjoys 70.0% of the economic benefits generated by Nanshan University and the financial results of Nanshan University has been consolidated to the consolidated financial statements of the Group.

Nanshan Group is owned as to 51.0% by Nanshan Village Committee and 49.0% by Mr. Song Jianbo, a non-executive Director, who is also the legal representative, chairman and general manager of Nanshan Group, as at the date of this announcement. Given Mr. Song Jianbo is a non-executive Director and the spouse of Ms. Sui, a controlling shareholder of the Company, Nanshan Group is an associate of Mr. Song Jianbo and Ms. Sui pursuant to the Listing Rules and is therefore a connected person of the Company. Further, as at the date of this announcement, (i) Longkou Nanshan is owned as to approximately 83.3% by Mr. Song, the registered school sponsor of Nanshan University, the father of Mr. Song Jianbo and the father-in-law of Ms. Sui, and a connected person of the Company, and 16.7% by Ms. Lv, the spouse of Mr. Song, the mother of Mr. Song Jianbo and the mother-in-law of Ms. Sui, and (ii) Nanshan Development is owned as to approximately 63.7% by Mr. Song. As such, Longkou Nanshan and Nanshan Development are associates of Mr. Song Jianbo and Mr. Song pursuant to the Listing Rules and are therefore connected persons of the Company. Accordingly, the transactions contemplated under the Supplemental Agreements will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

According to Rule 14A.54 of the Listing Rules, as the Company proposes to revise the annual caps for its continuing connected transactions, the Company is required to re-comply with the provisions of Chapter 14A of the Listing Rules applicable to the relevant continuing connected transactions. In addition, pursuant to the note under Rule 14A.35 of the Listing Rules, if there is any material variation of its terms in relation to connected transaction, the Company must announce such fact as soon as practicable and must also re-comply with the relevant Listing Rules.

Given (i) the relationship between Mr. Song and Mr. Song Jianbo and their respective interests in the Connected Transaction Counterparties, (ii) the similar nature of the Supplemental Agreements, and (iii) the Supplemental Agreements are all entered into within a 12-month period, the transactions under the Framework Procurement Agreements as revised by the Supplemental Agreements form a series of transactions which should be treated as if they were one transaction pursuant to Rule 14A.81 of the Listing Rules. As one or more of the applicable percentage ratios (other than the profit ratio) in respect of the Revised Annual Caps under the Supplemental Agreements is more than 5.0%, and the aggregate annual consideration payable under the Framework Procurement Agreements as revised by the Supplemental Agreements, on an annual basis, is more than HK\$10,000,000, the revision of the Existing Annual Caps to the Revised Annual Caps through the entering into of the Supplemental Agreements is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements as set out in Chapter 14A of the Listing Rules.

The Company will convene an EGM to consider and, if appropriate, approve the resolution to be proposed and in relation to the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder.

A circular containing, among other things, (i) further information on the Supplemental Agreements and the Revised Annual Caps; (ii) a letter from the Independent Board Committee to the Independent Shareholders containing its recommendation in respect of the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder; (iii) a letter of advice from Somerley Capital to the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder; and (iv) a notice of the EGM with the proxy form, is expected to be dispatched to the Shareholders on or before 1 September 2023.

INTRODUCTION

References are made to the announcements of the Company dated 6 July 2022 and 18 August 2022, respectively, as well as the circular of the Company dated 3 August 2022 in relation to the Framework Procurement Agreements, pursuant to which Nanshan University agreed to procure the Goods and Services from the Connected Transaction Counterparties during the term of the Framework Procurement Agreements.

The actual demand for the Goods and Services under the Framework Procurement Agreements is expected to exceed the original expectations which will result in a corresponding increase in the total amount of expected procurement payable by Nanshan University to the Connected Transaction Counterparties under such agreements. As such, the aggregate amount of expected procurement payable by Nanshan University to the Connected Transaction Counterparties under the Framework Procurement Agreements are expected to be higher than the level envisaged at the time when the parties entered into the Framework Procurement Agreements. The Board expects that the annual caps of RMB33 million and RMB37 million for the years ending 31 December 2023 and 2024, respectively, (the “**Existing Annual Caps**”) may not be sufficient and proposes such annual caps be revised and increased to the revised annual caps of RMB60 million and RMB70 million for the years ending 31 December 2023 and 2024, respectively (the “**Revised Annual Caps**”) through the entering into of the Supplemental Agreements on 11 August 2023.

THE SUPPLEMENTAL AGREEMENTS

The principal terms of the Supplemental Agreements are set out as follows:

- Date: 11 August 2023 (after trading hours)
- Parties:
- (i) For the Supplemental Agreement I, the parties are Nanshan University and Nanshan Group;
 - (ii) For the Supplemental Agreement II, the parties are Nanshan University and Longkou Nanshan; and

(iii) For the Supplemental Agreement III, the parties are Nanshan University and Nanshan Development.

Subject matter of the Supplemental Agreements: Pursuant to the Supplemental Agreements, Nanshan University and the Connected Transaction Counterparties agreed to revise the Existing Annual Caps to the Revised Annual Caps. Save for the revision of the Existing Annual Caps to the Revised Annual Caps, all other terms and conditions under the Framework Procurement Agreements shall remain unchanged.

Conditions precedent: The Supplemental Agreements are effective upon fulfilment of the following conditions precedent:

- (i) approval(s) by the Board having been obtained for the Revised Annual Caps contemplated under the Supplemental Agreements; and
- (ii) approval(s) by the Independent Shareholders having been obtained for the Revised Annual Caps contemplated under the Supplemental Agreements.

HISTORICAL TRANSACTION AMOUNTS

The historical transaction amounts under the Framework Procurement Agreements and utilisation of the Existing Annual Caps under the Framework Procurement Agreements are set out as follows:

| | For the period from 18 August 2022 to 31 December 2022 RMB million | For the six months ended 30 June 2023 RMB million (Unaudited) |
|--------------------------------|---|--|
| Historical Transaction Amounts | 16.4 | 17.6 |
| Existing Annual Caps | 18.5 | 33.0 ^(Note) |
| Utilisation (%) | <u>88.6%</u> | <u>53.3%</u> ^(Note) |

Note: The Existing Annual Cap of RMB33.0 million represents the annual cap for the year ending 31 December 2023, and utilisation is calculated based on such annual cap.

REVISION OF EXISTING ANNUAL CAPS

The table below sets out the aggregate amount of the Existing Annual Caps and the Revised Annual Caps for the Framework Procurement Agreements for the years ending 31 December 2023 and 2024:

| | Year ending 31 December 2023 | Year ending 31 December 2024 |
|----------------------|---|---|
| | <i>RMB million</i> | <i>RMB million</i> |
| Existing Annual Caps | 33 | 37 |
| Revised Annual Caps | <u>60</u> | <u>70</u> |

BASIS OF DETERMINATION OF THE REVISED ANNUAL CAPS

The Revised Annual Caps under the Supplemental Agreements are determined after taking into account the following factors:

- (i) the increase in student enrolment of Nanshan University and its expected growth going forward, as well as the historical transaction amounts. Nanshan University has been endeavouring to provide quality education services, which have in turn attracted students and enhanced student enrolment. For the school year 2022/2023, Nanshan University recorded a substantial increase in number of student enrolment to 13,990 students, which was approximately 41.2% higher as compared to that of 9,908 students for the school year 2021/2022. Such growth in student enrolment was also significantly higher than the previously estimated average student enrolment growth rate of 8.6% per school year. Accordingly, the actual demand for the Goods and Services under the Framework Procurement Agreements is expected to exceed the original expectations, which will result in a corresponding increase in the total amount of expected procurement payable by Nanshan University to the Connected Transaction Counterparties under such agreements. For the period from 18 August 2022 to 31 December 2022, the historical transaction amount under the Framework Procurement Agreements was approximately RMB16.4 million, which represented approximately 88.6% utilisation of the Existing Annual Cap for the same period. For the six months ended 30 June 2023, based on the unaudited management accounts of the Group, the historical transaction amount under the Framework Procurement Agreements was approximately RMB17.6 million, which represented approximately 53.33% utilisation of the Existing Annual Cap for the year ending 31 December 2023. In light of the significant increment in student enrolment for the school year 2022/2023, the Group has upward adjusted the projections on the total number of students of Nanshan University for the coming school years. As compared to the first half of 2023, the demand for the Goods and Services for the

second half of 2023 is expected to increase alongside the enrolment of new students. The annual cap for the year ending 31 December 2024 has also been increased to RMB70.0 million as a result; and

- (ii) the expected scale of operations of Nanshan University for the years ending 31 December 2023 and 2024. With the increase in student enrolment as mentioned in (i) above, coupled with the development plan of Nanshan University including the planned establishment of a new healthcare college, Nanshan University plans to (a) construct an additional education service centre with a gross floor area of approximately 2,483 square metres, (b) upgrade six student dormitories with housing capacity of approximately 6,000 students in total, and (c) lease additional venues and properties as teaching complex and student dormitories, in order to cope with its increasing operational needs. In such connection, it is expected that the upgrading of two student dormitories and the construction of the additional education service centre will be carried out in the second half of 2023, such that a higher demand for the Goods and Services is expected for the second half of 2023 as compared to the first half of 2023. The increase in student enrolment would also expedite the wear and tear of school facilities, which would in turn exacerbate the operational needs of Nanshan University. Accordingly, the demand for Goods and Services, in particular, repairing and maintenance services, campus sanitary and cleaning services and gardening services, is expected to increase for the years ending 31 December 2023 and 2024.

REASONS FOR AND BENEFITS OF THE SUPPLEMENTAL AGREEMENTS

The transactions contemplated under the Framework Procurement Agreements (as supplemented and amended by the Supplemental Agreements) have been and will continue to be conducted in the ordinary and usual course of business of Nanshan University, hence the Group.

In view of the long-standing and amicable business relationship between Nanshan University and the Connected Transaction Counterparties, the Connected Transaction Counterparties are reliable business partners and future business cooperation between Nanshan University and the Connected Transaction Counterparties will be beneficial to the operations of Nanshan University, and the Group.

The Directors (excluding the independent non-executive Directors whose opinion will be set out in the letter from the Independent Board Committee in the circular) consider that:

- (i) the terms of the Supplemental Agreements, including the Revised Annual Caps, are normal commercial terms or better in the ordinary and usual course of business that are fair and reasonable;
- (ii) the Revised Annual Caps under the Supplemental Agreements for the years ending 31 December 2023 and 2024 are fair and reasonable; and

(iii) the transactions contemplated under the Supplemental Agreements are in the ordinary and usual course of business of the Group, and in the interest of the Company and the Shareholders as a whole.

INFORMATION ABOUT THE PARTIES

The Group

The Company is an investment holding company. The Group is principally engaged in (i) finance leasing and provision of finance leasing and advisory services to customers mainly in the healthcare, aviation, shipping and public infrastructure industries in the PRC, and (ii) provision of private higher education in the PRC primarily through Nanshan University, a private institution of higher education that provides undergraduate and junior college diploma programmes, the financial results of which are consolidated into the consolidated financial statements of the Group.

Nanshan Group

Nanshan Group is a company established in the PRC with limited liability. Nanshan Group, together with its subsidiaries, are a conglomerate with principal businesses encompassing aluminium, textile apparel, petrochemical, finance, aviation, real estate, healthcare, education, shipping and tourism.

Longkou Nanshan

Longkou Nanshan is a company established in the PRC with limited liability. Longkou Nanshan, together with its subsidiaries, are principally engaged in a range of businesses from catering, exhibition, hospitality to production and sales of construction materials. As at the date of this announcement, Longkou Nanshan is owned as to approximately 83.3% and 16.7% by Mr. Song and Ms. Lv, respectively.

Nanshan Development

Nanshan Development is a company established in the PRC with limited liability, and is principally engaged in property management and property development and sales. As at the date of this announcement, Nanshan Development is owned as to approximately 63.7%, 22.7% and 13.7% by Mr. Song, Nanshan Group and Ms. Sui, respectively.

LISTING RULES IMPLICATION

As at the date of this announcement, the Company has effective control over Nanshan University and enjoys 70.0% of the economic benefits generated by Nanshan University and the financial results of Nanshan University has been consolidated to the consolidated financial statements of the Group.

Nanshan Group is owned as to 51.0% by Nanshan Village Committee and 49.0% by Mr. Song Jianbo, a non-executive Director, who is also the legal representative, chairman and general manager of Nanshan Group, as at the date of this announcement. Given Mr. Song Jianbo is a non-executive Director and the spouse of Ms. Sui, a controlling shareholder of the Company, Nanshan Group is an associate of Mr. Song Jianbo and Ms. Sui pursuant to the Listing Rules and is therefore a connected person of the Company. Further, as at the date of this announcement, (i) Longkou Nanshan is owned as to approximately 83.3% by Mr. Song, the registered school sponsor of Nanshan University, the father of Mr. Song Jianbo and the father-in law of Ms. Sui, and a connected person of the Company, and 16.7% by Ms. Lv, the spouse of Mr. Song, the mother of Mr. Song Jianbo and the mother-in-law of Ms. Sui, and (ii) Nanshan Development is owned as to approximately 63.7% by Mr. Song. As such, Longkou Nanshan and Nanshan Development are associates of Mr. Song Jianbo and Mr. Song pursuant to the Listing Rules and are therefore connected persons of the Company. Accordingly, the transactions contemplated under the Supplemental Agreements will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

According to Rule 14A.54 of the Listing Rules, as the Company proposes to revise the annual caps for its continuing connected transactions, the Company is required to re-comply with the provisions of Chapter 14A of the Listing Rules applicable to the relevant continuing connected transactions.

Given (i) the relationship between Mr. Song and Mr. Song Jianbo and their respective interests in the Connected Transaction Counterparties, (ii) the similar nature of the Supplemental Agreements, and (iii) the Supplemental Agreements are all entered into within a 12-month period, the transactions under the Framework Procurement Agreements as revised by the Supplemental Agreements form a series of transactions which should be treated as if they were one transaction pursuant to Rule 14A.81 of the Listing Rules. As one or more of the applicable percentage ratios (other than the profit ratio) in respect of the Revised Annual Caps under the Supplemental Agreements is more than 5.0%, and the aggregate annual consideration payable under the Framework Procurement Agreements as revised by the Supplemental Agreements, on an annual basis, is more than HK\$10,000,000, the revision of the Existing Annual Caps to the Revised Annual Caps through the entering into of the Supplemental Agreements is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements as set out in Chapter 14A of the Listing Rules.

The Company will convene an EGM to consider and, if appropriate, approve the resolution to be proposed and in relation to the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder.

GENERAL

Mr. Song Jianbo, in view of his interests in the Connected Transaction Counterparties as mentioned above, has abstained from voting on the board resolution for approving the Supplemental Agreements including the Revised Annual Caps. Save as disclosed above, none of the Directors has abstained from voting on such board resolution.

An Independent Board Committee comprising Mr. Liu Changxiang, Mr. Liu Xuewei, Mr. Jiao Jian, Mr. Shek Lai Him Abraham and Ms. Xing Li, each an independent non-executive Director, has been established to advise the Independent Shareholders as to whether (i) the terms of the Supplemental Agreements, including the Revised Annual Caps are normal commercial terms or better in the ordinary and usual course of business that are fair and reasonable; (ii) the Revised Annual Caps under the Supplemental Agreements for the years ending 31 December 2023 and 2024 are fair and reasonable; and (iii) the transactions contemplated under the Supplemental Agreements are in the ordinary and usual course of business of the Group, and in the interest of the Company and the Shareholders as a whole and to advise the Independent Shareholders as to how to vote at the EGM. Somerley Capital has been appointed as the Independent Financial Adviser of the Company to advise the Independent Board Committee and the Independent Shareholders in this respect. The Company will convene the EGM to consider and, if thought fit, to approve, among other things, the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder. Votes on the resolutions to be considered at the EGM shall be taken by poll. As at the date of this announcement, Union Capital, which is wholly owned by Ms. Sui, held 768,475,221 Shares, representing approximately 45.45% of the entire issued share capital of the Company. Given that, among others, Mr. Song is the father-in-law of Ms. Sui, and that Ms. Sui is the wife of Mr. Song Jianbo, a non-executive Director who is also the legal representative, chairman and general manager of Nanshan Group and is interested in 49% of the equity interest in Nanshan Group, Union Capital will abstain from voting on the resolutions in relation to the Framework Procurement Agreements at the EGM. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, save as Union Capital, no Shareholder has a material interest in the resolution to be purposed at the EGM who shall abstain from voting at the EGM.

A circular containing, among other things, (i) further information of the Supplemental Agreements and the Revised Annual Caps; (ii) a letter from the Independent Board Committee to the Independent Shareholders containing its recommendation in respect of the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder; (iii) a letter of advice from Somerley Capital to the Independent Board Committee and the Independent Shareholders in respect of the

Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder; and (iv) a notice of the EGM with the proxy form, is expected to be dispatched to the Shareholders on or before 1 September 2023.

DEFINITIONS

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

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| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Board” | the board of Directors |
| “Company” | Alliance International Education Leasing Holdings Limited (友聯國際教育租賃控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1563) |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Connected Transaction Counterparties” | Nanshan Group, Nanshan Development and Longkou Nanshan and their respective subsidiaries and/or associates |
| “controlling shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “EGM” | an extraordinary general meeting or any adjournment thereof of the Company to be convened to consider and, if thought fit, approve the Supplemental Agreements including the Revised Annual Caps and the transactions contemplated thereunder |
| “Existing Annual Cap(s)” | the existing annual cap(s) for the transactions contemplated under the Framework Procurement Agreements |
| “Framework Procurement Agreement I” | the framework procurement agreement entered into between Nanshan University and Nanshan Group dated 6 July 2022, pursuant to which Nanshan University agreed to procure the Goods and Services from Nanshan Group and its subsidiaries and/or associates |

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| “Framework Procurement Agreement II” | the framework procurement agreement entered into between Nanshan University and Longkou Nanshan dated 6 July 2022, pursuant to which Nanshan University agreed to procure the Goods and Services from Longkou Nanshan and its subsidiaries and/or associates |
| “Framework Procurement Agreement III” | the framework procurement agreement entered into between Nanshan University and Nanshan Development dated 6 July 2022, pursuant to which Nanshan University agreed to procure the Goods and Services from Nanshan Development and its subsidiaries and/or associates |
| “Framework Procurement Agreements” | the Framework Procurement Agreement I, Framework Procurement Agreement II and Framework Procurement Agreement III |
| “Goods and Services” | (a) goods including clothes such as staff uniforms, furniture and fixtures, gifts and souvenirs, gasoline, petrol and diesel and other products; and (b) services including repairing and maintenance services, campus sanitary and cleaning services, gardening services, venue rental services, laboratory testing services, catering services and accommodation services, and other types of goods and services to be agreed by the relevant parties in writing from time to time |
| “Group” | the Company and its subsidiaries and consolidated affiliated entities, including Nanshan University |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Independent Board Committee” | an independent committee of the Board comprising Mr. Liu Changxiang, Mr. Liu Xuewei, Mr. Jiao Jian, Mr. Shek Lai Him Abraham and Ms. Xing Li, each an independent non-executive Director, established to advise the Independent Shareholders in respect of the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder |

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| “Independent Financial Adviser” or “Sommerley Capital” | Sommerley Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder |
| “Independent Shareholders” | the Shareholders, other than Union Capital, who are not required to abstain from voting at the EGM to approve the Supplemental Agreements, including the Revised Annual Caps and the transactions contemplated thereunder |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Longkou Nanshan” | Longkou Nanshan (new) Investment Development Co., Ltd.* (龍口新南山投資發展有限公司), a company established in the PRC with limited liability and is owned as to approximately 83.3% and 16.7% by Mr. Song and Ms. Lv, respectively, as at the date of this announcement |
| “Mr. Song” | Mr. Song Zuowen (宋作文), the father-in-law of Ms. Sui, the father of Mr. Song Jianbo, and the registered school sponsor of Nanshan University as at the date of this announcement |
| “Mr. Song Jianbo” | Mr. Song Jianbo (宋建波), a non-executive Director and the spouse of Ms. Sui and the son of Mr. Song, the legal representative, chairman and general manager of Nanshan Group, and is interested in 49% of the equity interest in Nanshan Group as at the date of this announcement |
| “Ms. Lv” | Ms. Lv Shuling (呂淑玲), the mother-in-law of Ms. Sui and the spouse of Mr. Song |
| “Ms. Sui” | Ms. Sui Yongqing (隋永清), one of the controlling shareholders of the Company, the daughter-in-law of Mr. Song and the wife of Mr. Song Jianbo |
| “Nanshan Development” | Shandong Nanshan Construction Development Co., Ltd.* (山東南山建設發展股份有限公司), a company established in the PRC and is owned as to approximately 63.7%, 22.7% and 13.7% by Mr. Song, Nanshan Group and Ms. Sui, respectively, as at the date of this announcement |

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| “Nanshan Group” | Nanshan Holdings Co., Ltd.* (南山集團有限公司), a company established in the PRC with limited liability, and is owned as to 51.0% by Nanshan Village Committee and 49.0% by Mr. Song Jianbo, as at the date of this announcement |
| “Nanshan Village Committee” | the village member committee of Nanshan Village, Dongjiang Street, Longkou City (龍口市東江街道南山村村民委員會), Shandong Province, PRC |
| “Nanshan University” | Yantai Nanshan University* (煙台南山學院), located in Longkou City, Shandong Province, the PRC (中國山東省龍口市), a private school registered and approved on 17 October 2000 as a private non-enterprise unit under the laws of the PRC, and its subordinate entities and units from time to time |
| “PRC” | the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan |
| “Revised Annual Caps” | the proposed revised annual caps for the transactions contemplated under the Supplemental Agreements |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Share(s)” | ordinary share(s) with par value of US\$0.000001 each in the share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supplemental Agreement I” | the supplemental agreement entered into between Nanshan University and Nanshan Group dated 11 August 2023, pursuant to which Nanshan University and Nanshan Group agreed to revise the Existing Annual Caps to the Revised Annual Caps |
| “Supplemental Agreement II” | the supplemental agreement entered into between Nanshan University and Longkou Nanshan dated 11 August 2023, pursuant to which Nanshan University and Longkou Nanshan agreed to revise the Existing Annual Caps to the Revised Annual Caps |
| “Supplemental Agreement III” | the supplemental agreement entered into between Nanshan University and Nanshan Development dated 11 August 2023, pursuant to which Nanshan University and Nanshan Development agreed to revise the Existing Annual Caps to the Revised Annual Caps |

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| “Supplemental Agreements” | the Supplemental Agreement I, Supplemental Agreement II and Supplemental Agreement III |
| “Union Capital” | Union Capital Pte. Ltd., a company incorporated in Singapore on 18 March 2010, one of the controlling shareholders of the Company and is wholly-owned by Ms. Sui as at the date of this announcement |
| “%” | per cent |

By order of the Board
Alliance International Education Leasing Holdings Limited
Song Jianbo
Chairman

Hong Kong, 11 August 2023

As at the date of this announcement, the Board comprises Mr. Li Luqiang, Mr. Liu Zhenjiang, Mr. Luo Zhenming, Mr. Qiao Renjie and Mr. Yuen Kin Shan as executive Directors; Mr. Song Jianbo and Mr. Jiao Jianbin as non-executive Directors; and Mr. Liu Changxiang, Mr. Liu Xuwei, Mr. Jiao Jian, Mr. Shek Lai Him Abraham and Ms. Xing Li as independent non-executive Directors.

The English translation of Chinese names or words in this announcement, where indicated by “”, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*