

东方汇理银行（中国）有限公司

关联交易逐笔披露报告

Credit Agricole Corporate and Investment Bank (China) Limited Connected Transactions Case-by-case Disclosure Report [2024]5 号

披露日期 Disclosure Date: 2024 年 7 月 19 日/19 July 2024

根据中国银行保险监督管理委员会令〔2022〕1号《银行保险机构关联交易管理办法》第四十七条、四十八条、五十三条、五十六条以及其他相关规定，东方汇理银行（中国）有限公司（“我行”）对下列关联交易进行逐笔披露。

In accordance with Articles 47, 48, 53, 56 and other relevant articles of Administrative Measures for Related-Party Transactions of Banking and Insurance Institutions (CBIRC [2022] No.1), Credit Agricole Corporate and Investment Bank (China) Limited (the "Bank") hereby discloses the following connected transaction(s) on a case-by-case basis.

1. 交易/协议类型 Type of transaction / uniform transaction agreement

重大关联交易 Significant Connected Transaction

2. 交易/协议名称 Name of transaction / uniform transaction Agreement

汇聚融 2024 年第三期个人汽车抵押贷款绿色资产支持证券承销协议
Huijulong 2024-3 Auto Loan Green ABS Underwriting Agreement
汇聚融 2024 年第三期个人汽车抵押贷款绿色资产支持证券承销团协议
Huijulong 2024-3 Auto Loan Green ABS Syndication Agreement
汇聚融 2024 年第三期个人汽车抵押贷款资产支持证券财顾报价函
Huijulong 2024-3 Auto Loan Green ABS Financial Adviser Fee Letter

3. 交易/协议签订日期 Date of transaction / uniform transaction Agreement

2024 年 7 月 15 日 15 July 2024

4. 交易/协议概述及标的情况 Overview of connected transactions and information on transaction subjects

该协议旨在约定：在广汽汇理发行汇聚融 2024 年第三期个人汽车抵押贷款绿色资产支持证券时，东方汇理银行资产证券化业务和债券金融市场团队为广汽汇理相应提供了财务顾问和发行承销服务（“服务”）时，东方汇理银行相应地从广汽汇理公司收取一定费用的情形。

The agreement is to specify the fees paid by GAC Sofinco to CACIB China

related to the issuance of Huijulong 2024-3 Green ABS by GAC Sofinco, of which CACIB China is acting as Joint Lead Underwriter and Co-Financial Advisor.

5. 交易/协议对手情况 **Information of counterparties**

（包括关联自然人基本情况，关联法人或非法人组织的名称、经济性质或类型、主营业务或经营范围、法定代表人、注册地、注册资本及其变化，与银行保险机构存在的关联关系。）

服务接收方/付费方：

广汽汇理汽车金融成立于 2010 年 5 月，总部位于广东省广州市天河区，是首家总部设在北京及上海以外的汽车金融公司。截至 2023 年 12 月末，广汽汇理汽车金融注册资本和实收资本 41 亿元，两大股东分别为广州汽车集团股份有限公司（以下简称“广汽集团”）与东方汇理个人金融股份有限公司（CA Consumer Finance，以下简称“东方汇理”），持股比例各占 50%。

广汽汇理汽车金融作为广汽集团投资的汽车金融公司，为其旗下五大品牌汽车提供汽车金融服务，包括广汽传祺、埃安、广汽丰田、广汽本田和合创汽车等，包括汽车经销商贷款及零售贷款业务的合作。

法定代表人：郁俊。注册地址：广州市天河区广州大道中 988 号圣丰广场 15 至 18 楼、9 楼 905（1）单元、19 楼 1902 及 1903 单元、20 楼 2001 及 2009 单元。注册资本：人民币 41 亿元。

广汽汇理由广州汽车集团股份有限公司、东方汇理个人金融股份有限公司各持股 50%，东方汇理个人金融股份有限公司与财务顾问东方汇理银行(中国)有限公司均为法国农业信贷银行集团的间接控股公司。

GAC-SOFINCO Automobile Finance Co., Ltd. (hereinafter referred to as "GSAFC") was established in May 2010, headquartered in Tianhe District, Guangzhou, Guangdong province, the People's Republic of China, and is the first automobile finance company headquartered outside Beijing and Shanghai. As of the end of December 2023, the registered capital and paid-up capital of GSAFC was RMB 4.1 billion. The two major shareholders are Guangzhou Automobile Group Co., Ltd. (hereinafter referred to as "GAC") and Crédit Agricole Consumer Finance Co., Ltd. (CA Consumer Finance, hereinafter referred to as "CA"), each holding 50% of shares.

GSAFC, as the auto finance company invested by GAC, provides auto finance services for its seven major brands of automobiles, including GAC Motor, AION, GZ Toyota, GZ Honda and GAC Acura, including cooperation in car dealer loans and retail loan businesses.

Legal Representative : Jun YU. Registered Address: 15th-18th Floor, 9th Floor (Unit 905(1)), 19th Floor (Unit 1902 and 1903) and 20th Floor (Unit 2001 and 2009), Sunrich Plaza, 988 Guangzhou Road, Tianhe District, Guangzhou, Guangdong. Registered Capital: RMB 4.1 billion.

GSAFC is owned 50% each by Guangzhou Automobile Group Co., Ltd. and CA CONSUMER FINANCE, respectively, between which, Guangzhou Automobile Group Co., Ltd. is the controlling shareholder of the Financial

Advisor, GAC Finance Co., Ltd., while CA CONSUMER FINANCE and Crédit Agricole Corporate and Investment Bank (China) Limited both are indirect holding companies of Crédit Agricole Group.

服务提供方/收费方:

东方汇理银行（中国）有限公司于 2009 年宣告成立，公司总部设于上海，并已分别在北京、广州、天津、厦门建立分行开展业务。东方汇理银行（中国）有限公司由法国东方汇理银行股份有限公司全资拥有，并 100%隶属于法国农业信贷集团，为中国大型企业、金融机构（包括大型银行和保险公司）和跨国公司提供广泛的全球市场产品以及企业银行、结构性金融和以资产为基础的银行服务，并在飞机租赁、汽车消费融资和资产管理等领域与其他农业信贷集团旗下的地区银行及子公司保持密切合作。东方汇理银行（中国）有限公司在中国安排和构建银行交易方面拥有丰富的经验，非常活跃于企业银行和债务资本市场，是首批获准经营人民币业务的外资银行之一，为客户提供法国农业集团在出口融资、贸易和商品融资、项目融资和咨询、航空和航运融资、债务资本市场、外汇以及银团贷款等领域的专业知识和服务。法定代表人：Nicolas Jean Francois VIX。注册地址：上海市静安区南京西路 1266 号上海恒隆广场二座 12 层 1201、1202、1206、1207、1208、1209、1212、1213 室。注册资本：62.96 亿元。

Established in 2009, Crédit Agricole Corporate and Investment Bank (China) Limited, headquartered in Shanghai, has established branches in Beijing, Guangzhou, Tianjin and Xiamen. It is wholly-owned by Crédit Agricole Corporate and Investment Bank Limited and 100% affiliated to Crédit Agricole Group, provides a wide range of global market products as well as corporate banking, structured finance and asset-based banking services for China's large enterprises, financial institutions (including large banks and insurance companies) and multinational companies, and provides aircraft leasing in the fields of auto consumption financing and asset management, and it has maintained close cooperation with regional banks and subsidiaries under other agricultural credit groups. With rich experience in arranging and structuring bank transactions in China, Crédit Agricole Corporate and Investment Bank (China) Limited is very active in corporate banking and debt capital markets. It is one of the first batch of foreign banks approved to operate RMB business. It provides customers with Crédit Agricole Group in export financing, trade and commodity financing, project financing and consulting, aviation and shipping financing, debt capital market professional knowledge and services in the fields of foreign exchange and syndicated loans.

Legal Representative: Nicolas Jean Francois VIX. Registered Address: Room 1201, 1202, 1206, 1207, 1208, 1209, 1212, 1213, Floor 12, Building 2, Shanghai Henglong Plaza, No. 1266, Nanjing West Road, Jing'an District, Shanghai. Registered Capital: RMB 6.296 billion

6. 定价政策 Pricing policy

交易定价根据实际提供的服务的市场价格，按照公平定价原则确立。

The pricing is determined according to the Service provided at market value and at arm's length.

7. 交易/协议金额及相应比例 Amount and corresponding proportion of related-party transactions

承销协议：广汽汇理与联席主承销商一致同意，服务费用的收取为东方汇理银行优先 A1 级资产支持证券的承销金额*0.10%+优先 A2 级资产支持证券的销售金额*优先 A2 级资产支持证券加权平均年限*0.10%。

财务顾问：交易双方一致同意无财顾相关费用。

交易金额：人民币 45,000 万元

Underwriting Agreement: GAC Sofinco & Joint Lead Underwriters agree on an Underwriting fee which equals to the amount CACIB underwrites in Class A1 notes *0.10% + the amount CACIB underwrites in Class A2 notes * WAL of Class A2 notes *0.10%

Co-Financial Advisor: both parties agree there are no FA related fees

Total transaction amount : RMB 450 million

8. 股东（大）会、董事会决议，关联交易控制委员会的意见或决议情况 Resolutions of the (general) meeting of shareholders and the board of directors, as well as the opinions or resolutions of the connected transaction control committee

该笔交易已由关联交易委员会讨论通过，并经董事会决议批准。

The transaction has been discussed and approved by the Connected Transactions Control Committee and approved by the Board of Directors.

9. 独立董事发表意见情况 Opinions delivered by the Independent Director

独立董事审查了我行有关部门提交的相关资料和作出的陈述。针对该笔关联交易及其审批程序，认为交易符合市场公允性，内部审批程序适当。

The Independent Director(s) reviewed the relevant materials and statements made by the relevant departments of the Bank. For the connected transaction and the approval procedures, it was concluded that the transaction was in line with market fairness and the internal approval procedures were appropriate.

10. 其他事项 Other matters

无 Nil