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國銀金融租賃股份有限公司*

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 1606)

ANNOUNCEMENT PROPOSED CHANGE OF AUDITORS

The board of directors (the “**Board**”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) announces that, in accordance with the requirements of the Measures for Administration of Accounting Firm Selection by Financial Enterprises through Bidding (Trial Implementation) (Caijin [2010] No.169) enacted by the Ministry of Finance of the PRC, the three-year valid bidding period of the previous accounting firm has expired, the Company shall re-appoint the accounting firm for the year 2019.

The Board proposed to engage Ernst & Young Hua Ming LLP (issuance of audit report in accordance with the PRC standards) and Ernst & Young (issuance of audit report in accordance with the international standards) as the auditors of the Company for the year 2019. The term of appointment will last till the date of the resolution in relation to the appointment of auditors for the year being considered and approved at the 2019 annual general meeting of the Company. It is also proposed at the general meeting to approve the authorization to the management to determine the service fees in accordance with the auditors’ service scope, workload and other factors.

PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, being the auditors of the Company for the year 2018, have confirmed that there are no matters relating to their retirement that need to be brought to the attention of the shareholders of the Company. The Board has also confirmed that the Company has no disagreement or unresolved matters with PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, and is not aware of any matters that need to be brought to the attention of the shareholders of the Company.

* *CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD. is (a) not an authorized institution within the meaning of the Banking Ordinance; (b) not authorized to carry on banking/ deposit-taking business in Hong Kong; and (c) not subject to the supervision of the Hong Kong Monetary Authority.*

The Board would like to express its gratitude to PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers for their professional services and support.

The above resolution is subject to the approval at the general meeting of the Company. A circular containing, among others, details of the appointment of accounting firm for the year 2019 will be despatched to the shareholders of the Company on 6 June 2019.

By order of the Board
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.
Wang Xuedong
Chairman

Shenzhen, the PRC
5 June 2019

As at the date of this announcement, the executive directors are Mr. WANG Xuedong and Mr. HUANG Min; the non-executive director is Mr. LI Yingbao; and the independent non-executive directors are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.