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CHINA DEVELOPMENT BANK LEASING

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 ON
CHANGE OF SESSION OF BOARD OF DIRECTORS
AND
NOMINATION OF CANDIDATES FOR DIRECTORS**

Reference is made to the announcement of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) dated 7 September 2018 in relation to the postponed election of the board of directors (the “**Board of Directors**”). The term of office of the first session of the Board of Directors has expired on 8 September 2018. To successfully accomplish the re-election for the Board of Directors, pursuant to the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the “**Articles of Association**”), the Company hereby announces the size and composition, method of election, nomination procedures of candidates for directors, timeline and contents of the nomination of directors comprising the second session of the Board of Directors as follows:

I. SIZE AND COMPOSITION OF THE SECOND SESSION OF THE BOARD OF DIRECTORS

The second session of the Board of Directors shall comprise nine directors, including three independent non-executive directors. The term of office of directors shall start from the date of election and approval at the shareholders' general meeting of the Company for a term of three years.

* *CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD. is 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.*

II. METHOD OF ELECTION

The election adopts direct voting, meaning the shareholders of the Company (the “**Shareholders**”), including their proxies, are entitled to exercise such voting rights as attached to the voting shares which he or she represents at the Shareholders’ general meeting. Each share shall have one voting right.

III. NOMINATION PROCEDURES OF CANDIDATES FOR DIRECTORS

1. Candidates for Executive Directors and Non-executive Directors

The Board of Directors and the Shareholders who individually or jointly hold more than three percent of the Company’s total shares as at the date of the announcement are entitled to recommend candidates for executive directors and non-executive directors of the second session of the Board of Directors in written proposals to the first session of the Board of Directors.

2. Candidates for Independent Non-executive Directors

The Board of Directors and the Shareholders who individually or jointly hold more than one percent of the Company’s total shares as at the date of the announcement are entitled to recommend candidates for independent non-executive directors of the second session of the Board of Directors in written proposals to the first session of the Board of Directors.

IV. RELEVANT REQUIREMENTS FOR THE NOMINATED SHAREHOLDERS

According to the Guidelines on the Corporate Governance of Commercial Banks (《商業銀行公司治理指引》) published by the former China Banking Regulatory Commission and the relevant regulatory requirements, a shareholder or any affiliate thereof may not nominate candidates for directors and supervisors at the same time; where a candidate for directors (or supervisors) nominated by a shareholder or any affiliate thereof was approved to sit on the board of directors (or supervisors), the shareholder may not nominate any candidate for supervisor (or director) until the term of office of the directors (or supervisors) expires or the director (or supervisor) is replaced; and, generally, the number of candidates for directors nominated by a shareholder and the affiliates thereof may not exceed one third of the number of members of the board of directors.

V. PROCEDURES OF THE ELECTION

1. The nominators shall recommend candidates for directors and submit the relevant documents in this method as agreed in this announcement within fifteen days from the date of the announcement (i.e. before 24 July 2019) (the Company will not accept any nomination of candidates for directors from all parties after the expiry of the date of nomination).
2. After the expiry of the above date of nomination, the nomination committee of the Board of Directors will convene a meeting to review the qualifications of the nominated candidates for directors and submit qualified candidates to the first session of the Board of Directors for consideration.
3. The first session of the Board of Directors shall convene the Board meeting to determine the list of candidates for directors based on the nominees submitted by the nomination committee and submit it to the Shareholder's general meeting of the Company for consideration by way of proposal.
4. Candidates for directors shall provide written undertakings to the Company before the relevant Shareholder's general meeting, agree to accept the nomination, undertake that the materials are true and complete, and assure the fulfillment of duties as directors once elected. Candidates for independent non-executive directors shall also make relevant statements in accordance with laws.
5. When publishing the notice of convening a Shareholders' general meeting to elect the directors, the Company will submit the relevant materials of candidates for directors to the Shenzhen Office of the China Banking and Insurance Regulatory Commission, the Stock Exchange of Hong Kong Limited and other authorities for record-filing and review.
6. The directors of the first session of the Board of Directors will continue to fulfill their duties pursuant to relevant laws and regulations until the new session of Board of Directors assumes office.

VI. QUALIFICATION OF DIRECTORS

Please refer to relevant chapters and sections under the Measures for the Implementation of Administrative Licensing Matters Concerning Non-bank Financial Institutions of the China Banking Regulatory Commission (CBRC Order [2015] No.6) (《中國銀監會非銀行金融機構行政許可事項實施辦法》(中國銀監會令2015年第6號)), the Qualifications and Duties of the Directors, Supervisors, President and Other Senior Management of the Company under Chapter 16 of the Articles of Association, and the Implementation Rules for Qualification, Election and Appointment Procedures of Directors and Senior Management for the detailed requirements of the qualification of directors.

VII. NOMINATION METHOD AND TIME

1. The nominators recommending candidates for directors shall provide the following documents to the Board of Directors:
 - (1) original of the letter of nomination of candidates for directors (in the format of Appendix 1);
 - (2) photocopies of identity documents of the nominated candidates for directors (originals available for inspection);
 - (3) photocopies of resumes, academic qualifications and certificates of the nominated candidates for directors (originals available for inspection);
 - (4) all professional qualification certificates of the nominated candidates for directors (if any, including but not limited to the qualification of lawyer, accountant, auditor and independent non-executive director) and a recent photograph of the size of 2 inches of him/herself;
 - (5) other documents capable of proving the qualification as directors of the Company;
 - (6) letter of statement nominating candidates for directors of the second session of the Board of Directors of China Development Bank Financial Leasing Co., Ltd. (in the format of Appendix 2).

If the nominator is a Shareholder, such nominator shall also provide the following documents:

- (1) for individual Shareholder, photocopies of his/her identity documents (originals available for inspection);
- (2) for corporate Shareholder, photocopies of its business license stamped with official seals (originals available for inspection);
- (3) photocopies of share account card (originals available for inspection);
- (4) certificate documents of shareholding.

2. The methods of nominating a candidate for directors to the Board of Directors by the nominators are as follows:
- (1) these nomination documents shall only be delivered either in person or by post;
 - (2) the relevant documents shall be delivered by the nominators or by post to the designated contact persons of the Company within fifteen days from the date of this announcement (i.e. before 24 July 2019), in order to be valid (the time of receipt by post is based on the time of the postmark).

VIII. CONTACT PERSONS OF THE COMPANY

Contact persons:	Wu Xiaofei, Chen Cheng
Contact department:	Office of the Board of Directors
Contact number:	86-0755-23989425
Facsimile No.:	86-0755-23980900
Address:	2, 7, 8, 21–27 and 34/F, CDB Financial Center, No. 2003 Fuzhong Third Road, Lianhua Street, Futian District, Shenzhen, People's Republic of China
Postal code:	518000
Appendix 1:	Letter of nomination of candidates for directors
Appendix 2:	Letter of statement nominating candidates for directors of the second session of the Board of Directors to China Development Bank Financial Leasing Co., Ltd.

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

Shenzhen, the PRC
8 July 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.

APPENDIX 1

Letter of Nomination of Candidate for Director of China Development Bank Financial Leasing Co., Ltd.

Information of nominator		
Company/Name of nominator:		
Account of shareholders:	Number of shares held:	Contact number of nominator:
Type of candidate nominated for director:	<input type="checkbox"/> executive director <input type="checkbox"/> non-executive director <input type="checkbox"/> independent non-executive director (Please tick as appropriate)	
Information of candidate nominated for director		
Name:	Previous name/Other name:	Gender:
Political status:	Nationality:	Ethnic:
Education background:	Graduate school:	Contact Number:
Type of identification document:	ID number:	Email:
Residential address:		
Qualification (whether or not in compliance with the requirements of the Articles of Association and relevant documents)		<input type="checkbox"/> Yes <input type="checkbox"/> No (Please tick as appropriate)
Biography: (including education background, title, detailed work experience, concurrent positions, etc.)		
Others: (if any)		
(Note: Whether the candidate has any related relationship with the Company or its controlling shareholders and actual controllers; number of shares held by the candidate in the Company; whether the candidate has been penalised by the Securities and Futures Commission in Hong Kong, The Stock Exchange of Hong Kong Limited, other relevant authorities and stock exchanges.)		
Nominator: (seal/signature)		Date :

APPENDIX 2

Letter of Statement Nominating Candidate for Director of the Second Session of the Board of Directors to China Development Bank Financial Leasing Co., Ltd.

China Development Bank Financial Leasing Co., Ltd.:

The Company, _____, as shareholder(s) who individually or in aggregate hold 3% or above of the total issued shares with voting rights of China Development Bank Financial Leasing Co., Ltd./shareholder(s) who individually or in aggregate hold 1% or above of the total issued shares with voting rights of China Development Bank Financial Leasing Co., Ltd., hereby nominate Mr./Mrs. _____ as candidate for (executive/non-executive/independent non-executive) director of the second session of the board of directors of China Development Bank Financial Leasing Co., Ltd. I/We am/are fully aware of the professional qualifications, education background, working experience and concurrent positions of the nominee and has obtained consent from the nominee prior to the nomination. I/We consider that the nominee is qualified for the position of (executive/non-executive/independent non-executive) director of China Development Bank Financial Leasing Co., Ltd. (and there is no relationship between the nominee and China Development Bank Financial Leasing Co., Ltd. that would affect his/her independence). I/We will provide the requisite proof of biographical details of the candidate for (executive/non-executive/independent non-executive) director and ensure its truthfulness and completeness.

Nominator: (seal) _____

Date: _____