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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Development Bank Financial Leasing Co., Ltd. (國銀金融租賃股份有限公司), you should at once hand this circular, the proxy form and the reply slip to the purchaser or transferee or to the bank or stockbroker or other licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# 国银租赁

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)**

**FINANCE LEASE TRANSACTION IN RELATION TO SALE AND  
LEASEBACK OF  
ROAD ASSETS AND ANCILLARY FACILITIES  
FINANCE LEASE TRANSACTION IN RELATION TO SALE AND  
LEASEBACK OF HIGHWAYS  
REMUNERATION PACKAGES FOR SUPERVISORS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF  
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.  
ISSUANCE OF QUALIFIED TIER-2 CAPITAL BOND AND  
CAPITAL BONDS WITH NO FIXED TERM  
AND  
NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING**

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The EGM will be held at 10:00 a.m. on Friday, 8 May 2020 at the Meeting Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC.

A proxy form for use at the EGM has been dispatched on 24 March 2020 and is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.cdb-leasing.com>). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the proxy form dispatched on 24 March 2020 in accordance with the instructions printed thereon not less than 24 hours (i.e. 10:00 a.m. on Thursday, 7 May 2020) before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish. Shareholders who intend to attend the EGM in person or by proxy should complete and return the reply slip dispatched on 24 March 2020 in accordance with the instructions printed thereon on or before Friday, 17 April 2020.

\* 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.

21 April 2020

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## CONTENTS

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	Page
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
Introduction .....	4
Finance Lease Transaction in relation to Sale and Leaseback of Road Assets and Ancillary Facilities .....	5
Finance Lease Transaction in relation to Sale and Leaseback of Highways ....	8
Remuneration Packages for Supervisors .....	12
Proposed Amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd. ....	13
Issuance of Qualified Tier-2 Capital Bond and Capital Bonds with No Fixed Term .....	14
EGM .....	15
Procedures for Voting at the EGM .....	16
Recommendation .....	16
<b>Appendix I – Proposed Amendments to the Articles of Association</b> .....	17
<b>Appendix II – Financial Information of the Group</b> .....	19
<b>Appendix III – General Information</b> .....	22
<b>Notice of the 2020 First Extraordinary General Meeting</b> .....	28

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## DEFINITIONS

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Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“Articles of Association”	the Articles of Association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“Board of Supervisors”	the board of supervisors of our Company
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“CBIRC Shenzhen Office”	Shenzhen Office of China Banking and Insurance Regulatory Commission
“CDB”	China Development Bank, a company established in the PRC in 1994 and converted into a company with limited liability in 2017, the Controlling Shareholder of the Company which holds 64.40% equity interest of the Company
“our Company” or “Company”	China Development Bank Financial Leasing Co., Ltd., a joint stock limited company incorporated in the PRC on 25 December 1984, the H Shares of which are listed on the Stock Exchange with the stock code of 1606
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the 2020 first extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, 8 May 2020 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“H Share(s)”	overseas listed foreign share(s) contained in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	individuals or companies independent to, and do not have any connected relationship with any members of the Group, Directors, substantial executive officer and substantial shareholders of the Company and its subsidiaries as well as their respective associates (as defined in the Listing Rules)
“Latest Practicable Date”	16 April 2020, being the last practicable date prior to the printing of this circular for ascertaining certain information in the circular
“Leased Assets I”	the fixed assets including the road assets and ancillary facilities of certain section of expressway located in Guizhou Province, the PRC
“Leased Assets II”	the road assets and the ancillary facilities of a highway located in Gansu Province, the PRC
“Lessee I”	Guizhou Expressway Group Co., Ltd. (貴州高速公路集團有限公司), whose ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of the People’s Government of Guizhou Province (貴州省人民政府國有資產監督管理委員會)
“Lessee II”	Gansu Provincial Highway Aviation Tourism Investment Group Co., Ltd. (甘肅省公路航空旅遊投資集團有限公司), whose ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of the People’s Government of Gansu Province (甘肅省人民政府國有資產監督管理委員會)
“Lessor”	the Company

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Finance Lease Agreements I”	one or more finance lease agreements to be signed by the Company and the Lessee I after the approval of the EGM in respect of the Leased Assets I
“New Finance Lease Agreements II”	one or more finance lease agreements to be signed by the Company and the Lessee II after the approval of the EGM in respect of the Leased Assets II
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including H Share(s) and Domestic Share(s)
“Shareholder(s)”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“USD”	United States dollar(s), the lawful currency of the United States
“%”	percent

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## LETTER FROM THE BOARD

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**国银租赁**  
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)**

*Executive Directors:*

Mr. Wang Xuedong (*Chairman*)  
Mr. Peng Zhong (*Vice Chairman*)  
Mr. Huang Min

*Non-executive Directors:*

Mr. Li Yingbao  
Mr. Wang Bangyi  
Ms. Wang Ying

*Independent Non-executive Directors:*

Mr. Zheng Xueding  
Mr. Xu Jin  
Mr. Zhang Xianchu

*Registered Office:*

CDB Financial Center,  
No. 2003 Fuzhong Third Road  
Futian District  
Shenzhen  
Guangdong Province  
PRC

*Principal Place of Business  
in Hong Kong:*

31/F, Tower Two, Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

21 April 2020

*To the Shareholders*

Dear Sir or Madam,

**FINANCE LEASE TRANSACTION IN RELATION TO SALE AND  
LEASEBACK OF  
ROAD ASSETS AND ANCILLARY FACILITIES  
FINANCE LEASE TRANSACTION IN RELATION TO SALE AND  
LEASEBACK OF HIGHWAYS  
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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF  
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.  
ISSUANCE OF QUALIFIED TIER-2 CAPITAL BOND AND  
CAPITAL BONDS WITH NO FIXED TERM  
AND  
NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the EGM and to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM as described below.

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## LETTER FROM THE BOARD

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At the EGM, the ordinary resolutions are proposed (i) to consider and approve the finance lease transaction in relation to sale and leaseback of road assets and ancillary facilities; (ii) to consider and approve the finance lease transaction in relation to sale and leaseback of highways; and (iii) to consider and approve the remuneration packages for Supervisors; and the special resolutions are proposed (i) to consider and approve the proposed amendments to the articles of association of China Development Bank Financial Leasing Co., Ltd.; and (ii) to consider and approve the issuance of qualified tier-2 capital bond and capital bonds with no fixed term.

### **FINANCE LEASE TRANSACTION IN RELATION TO SALE AND LEASEBACK OF ROAD ASSETS AND ANCILLARY FACILITIES**

An ordinary resolution will be proposed at the EGM to approve the finance lease transaction in relation to sale and leaseback of road assets and ancillary facilities.

### **NEW FINANCE LEASE AGREEMENT I**

On 24 March 2020 (after trading hours), the Company (as the Lessor) and the Lessee I agreed on the principal terms of the New Finance Lease Agreement I, pursuant to which (i) the Lessee I agreed to transfer the Leased Assets I and/or change the registration to the name of the Lessor with a transfer consideration totalling RMB500,000,000, and (ii) the Lessor agreed to lease the Leased Assets I to the Lessee I with a lease period of 96 months.

Details of the New Finance Lease Agreement I are summarized as follows:

#### **Date**

The Company will determine the execution date and enter into the New Finance Lease Agreement I with the Lessee I upon the approval by the EGM.

#### **Parties**

“Lessor”: the Company

“Lessee I”: A state-owned enterprise located in Guizhou Province, the PRC, which is principally engaged in investment and financing, construction and management, operation and toll collection of high grade expressway in Guizhou Province and other businesses

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, the Lessee I and its ultimate beneficial owners are independent third parties of the Company and its connected persons (as defined under the Listing Rules).

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## LETTER FROM THE BOARD

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### **Leased Assets I**

The Leased Assets I are fixed assets including the road assets and ancillary facilities of certain section of expressway located in Guizhou Province, the PRC, with a net book value of approximately RMB620,668,000. The Lessee I does not separately calculate the profits before and after tax of the Leased Assets I.

### **Lease Period**

96 months

### **Rent and Method of Payment**

Pursuant to the New Finance Lease Agreement I, the Lessor agreed to lease back the Leased Assets I to the Lessee I. The rent, including value-added tax, comprises lease principal and lease interest. The lease principal is consistent with the transfer consideration, i.e. RMB500,000,000 in total. The lease interest is calculated based on actual days, of which the calculation method is:  $\text{lease interest} = \text{outstanding lease principal balance} \times \text{actual days of the lease period} \times \text{annual lease interest rate} \div 360$ . The total amount of lease interest for the lease period is approximately RMB153,031,308 in total. The rent is calculated and payable in RMB with a term divided into a total of 16 consecutive rent payment installments. The payment date of the first installment of rent is 6 December 2020, and 6 June and 6 December of each year will be the respective rent payment dates. The payment of the last installment of rent shall be completed on 6 June 2028.

The terms of the New Finance Lease Agreement I, including the transfer consideration for the Leased Assets I, lease principal, lease interest and other expenses under the New Finance Lease Agreement I were determined upon arm's length negotiation between the Lessee I and the Lessor with reference to the net book value of the Leased Assets I and the prevailing market prices of the same category of finance lease products in the PRC.

### **Leased Assets I and Their Ownership**

The Lessee I has agreed to transfer and/or change the registration of the Leased Assets I under the name of the Lessor during the lease period at a total transfer consideration of RMB500,000,000. The consideration will be paid by the Lessor's self-owned funds and/or commercial loans. At the same time, the Lessor has agreed to lease back the Leased Assets I to the Lessee I. The Lessee I is entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, the Lessee I may purchase back the Leased Assets I from the Lessor at a consideration of RMB100 in nominal value.



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## LETTER FROM THE BOARD

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### **Guarantees**

In order to guarantee the performance of the New Finance Lease Agreement I, the Lessee I agreed to pledge the toll collection right of the Leased Assets I and all the proceeds thereunder to the Company, and open a supervision account at a bank recognized by the Company to carry out supervision on the use of lease funds and rental repayment.

### **REASONS FOR AND BENEFITS OF ENTERING INTO THE NEW FINANCE LEASE AGREEMENT I**

The New Finance Lease Agreement I is entered into by the Company during its ordinary and usual course of business. Entering into the New Finance Lease Agreement I with the Lessee I is beneficial for the Company to increase the income of its finance lease business and is consistent with the Company's business development strategy.

The Directors are of the view that the terms under the New Finance Lease Agreement I are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

### **FINANCIAL IMPACT OF THE NEW FINANCE LEASE AGREEMENT I**

The transactions under the New Finance Lease Agreement I will increase the assets and liabilities of the Group. However, the Company expected that the transaction under the New Finance Lease Agreement I would not cause material impact on the cash flow of the Group or its business operation. Save as disclosed above, it is expected that the transaction under the New Finance Lease Agreement I would not cause material impact on the profit, assets and liabilities of the Group.

### **INFORMATION OF THE PARTIES**

#### **Information of the Company**

The Company is a company established in the PRC in 1984 and converted into a joint stock limited company on 28 September 2015. The principal business of the Company includes providing comprehensive leasing services to high-quality customers in industries including aviation, infrastructure, shipping, vehicle and construction machinery.

#### **Information of the Lessee I**

The Lessee I is a state-owned enterprise established in the PRC on 16 October 1993 and located in Guizhou Province, the PRC, which is principally engaged in investment and financing, construction and management, operation and toll collection of high grade expressway in Guizhou Province and other businesses.

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## LETTER FROM THE BOARD

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### LISTING RULES IMPLICATIONS

Reference is made to the announcement of the Company dated 29 May 2019 in relation to the finance lease agreement entered into between the Company and Lessee I in respect of the fixed assets including the road assets and ancillary facilities of certain section of expressway located in Guiyang, Guizhou Province, the PRC (the “**Previous Transaction I**”).

As the Lessee I of the transaction under the New Finance Lease Agreement I and the Previous Transaction I is the same party, according to Rule 14.22 of the Listing Rules, the transaction under the New Finance Lease Agreement I and the Previous Transaction I shall be aggregated. As the highest applicable percentage ratio of the transaction under the New Finance Lease Agreement I is less than 5%, while the highest applicable percentage ratio upon aggregation with the Previous Transaction I is higher than 25% but lower than 100%, therefore, the transaction under the New Finance Lease Agreement I constitutes a major transaction of the Company and is subject to the announcement requirement under Chapter 14 of the Listing Rules and the shareholders’ approval requirement.

To the knowledge of Directors, having made all reasonable enquiries, no shareholder is considered to have a material interest in the New Finance Lease Agreement I and the transactions contemplated thereunder, and therefore no shareholder or his close associates has to abstain from voting at the EGM approving the New Finance Lease Agreement I and the transactions contemplated thereunder.

### FINANCE LEASE TRANSACTION IN RELATION TO SALE AND LEASEBACK OF HIGHWAYS

An ordinary resolution will be proposed at the EGM to approve the finance lease transaction in relation to sale and leaseback of highways.

### NEW FINANCE LEASE AGREEMENT II

On 24 March 2020 (after trading hours), the Company (as the Lessor) and the Lessee II agreed on the principal terms of the New Finance Lease Agreement II, pursuant to which (i) the Lessee II agreed to transfer the Leased Assets II and/or change the registration to the name of the Lessor with a transfer consideration totalling RMB1,984,000,000, and (ii) the Lessor agreed to lease the Leased Assets II to the Lessee II with a lease period of 180 months.

Details of the New Finance Lease Agreement II are summarized as follows:

#### Date

The Company will determine the execution date and enter into the New Finance Lease Agreement II with the Lessee II upon the approval by the EGM.

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## LETTER FROM THE BOARD

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### Parties

“Lessor”: the Company

“Lessee II”: a state-owned company located in Gansu Province, the PRC, which is principally engaged in the authorized operation and management of state-owned assets, investment and financing, construction, operation and management of transportation infrastructure, such as highways, aviation, local railways and related industries in Gansu Province, etc.

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, the Lessee II and its ultimate beneficial owners are independent third parties of the Company and its connected persons (as defined under the Listing Rules).

### Leased Assets II

The Leased Assets II are the road assets and the ancillary facilities of a highway in Gansu Province, the PRC, with the appraised value of approximately RMB1,984,960,900. The Lessee II does not separately calculate the profits before and after tax of the Leased Assets II.

### Lease Period

180 months

### Rent and Method of Payment

Pursuant to the New Finance Lease Agreement II, the Lessor agreed to lease back the Leased Assets II to the Lessee II. The rent, including value-added tax, comprises lease principal and lease interest. The lease principal is consistent with the transfer consideration, i.e. RMB1,984,000,000 in total. The lease interest is calculated based on actual days, of which the calculation method is:  $\text{lease interest} = \text{outstanding lease principal balance} \times \text{actual days of the lease period} \times \text{annual lease interest rate} \div 360$ . The total amount of lease interest for the lease period is approximately RMB492,940,000 in total. The rent is calculated and payable in RMB with a term divided into a total of 30 consecutive rent payment installments. The payment date of the first installment of rent is 20 June 2020, and 20 June and 20 December of each year will be the respective rent payment dates. The payment of the last installment of rent shall be completed on maturity date of the agreement.

The terms of the New Finance Lease Agreement II, including the transfer consideration for the Leased Assets II, lease principal, lease interest and other expenses under the New Finance Lease Agreement II were determined upon arm’s length negotiation between the Lessee II and the Lessor with reference to the appraised value of the Leased Assets II and the prevailing market prices of the same category of finance lease products in the PRC.

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## LETTER FROM THE BOARD

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### **Leased Assets II and Their Ownership**

The Lessee II has agreed to transfer and/or change the registration of the Leased Assets II under the name of the Lessor during the lease period at a total transfer consideration of RMB1,984,000,000. The consideration will be paid by the Lessor's self-owned funds and/or commercial loans. At the same time, the Lessor has agreed to lease back the Leased Assets II to the Lessee II. The Lessee II is entitled to the possession, usage and benefits of such assets. Upon expiration of the lease period, the Lessee II may purchase back the Leased Assets II from the Lessor at a consideration of RMB100 in nominal value.

### **Guarantees**

In order to guarantee the performance of the New Finance Lease Agreement II, the Lessee II agreed to pledge the toll collection right in the Leased Assets II to the Company.

### **REASONS FOR AND BENEFITS OF ENTERING INTO THE NEW FINANCE LEASE AGREEMENT II**

The New Finance Lease Agreement II is entered into by the Company during its ordinary and usual course of business. Entering into the New Finance Lease Agreement II with the Lessee II is beneficial for the Company to increase the income of its finance lease business and is consistent with the Company's business development strategy.

The Directors are of the view that the terms under the New Finance Lease Agreement II are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

### **FINANCIAL IMPACT OF THE NEW FINANCE LEASE AGREEMENT II**

The transactions under the New Finance Lease Agreement II will increase the assets and liabilities of the Group. However, the Company expected that the transaction under the New Finance Lease Agreement II would not cause material impact on the cash flow of the Group or its business operation. Save as disclosed above, it is expected that the transaction under the New Finance Lease Agreement II would not cause material impact on the profit, assets and liabilities of the Group.

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## LETTER FROM THE BOARD

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### INFORMATION OF THE PARTIES

#### Information of the Company

The Company is a company established in the PRC in 1984 and converted into a joint stock limited company on 28 September 2015. The principal business of the Company includes providing comprehensive leasing services to high-quality customers in industries including aviation, infrastructure, shipping, vehicle and construction machinery.

#### Information of the Lessee II

The Lessee II is a state-owned enterprise established in the PRC on 24 December 1999 and located in Gansu Province, the PRC, which is principally engaged in the authorized operation and management of state-owned assets, investment and financing, construction, operation and management of transportation infrastructure, such as highways, aviation, local railways and related industries in Gansu Province, etc.

### LISTING RULES IMPLICATIONS

Reference is made to the announcement of the Company dated 24 December 2019 in relation to the finance lease agreement entered into between the Company and the Lessee II in respect of the road assets and the ancillary facilities of a highway in Gansu Province, the PRC (the “**Previous Transaction II**”).

As the Lessee II of the transaction under the New Finance Lease Agreement II and the Previous Transaction II is the same party, according to Rule 14.22 of the Listing Rules, the transaction under the New Finance Lease Agreement II and the Previous Transaction II shall be aggregated. As the highest applicable percentage ratio of the transaction under the New Finance Lease Agreement II is higher than 5% but lower than 25%, while the highest applicable percentage ratio upon aggregation with the Previous Transaction II is higher than 25% but lower than 100%, therefore, the transaction under the New Finance Lease Agreement II constitutes a major transaction of the Company and is subject to the announcement requirement and the shareholders’ approval requirement under Chapter 14 of the Listing Rules.

To the knowledge of Directors, having made all reasonable enquiries, no shareholder is considered to have a material interest in the New Finance Lease Agreement II and the transactions contemplated thereunder, and therefore no shareholder or his close associates has to abstain from voting at the EGM approving the New Finance Lease Agreement II and the transactions contemplated thereunder.

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## LETTER FROM THE BOARD

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### REMUNERATION PACKAGES FOR SUPERVISORS

An ordinary resolution will be proposed at the EGM to approve the remuneration packages for Supervisors.

In order to improve the governance of the Board of Supervisors and enhance its professionalism and standardization, according to the Articles of Association, the “Guidelines on Corporate Governance of Commercial Banks” (《商業銀行公司治理指引》) and other relevant regulations, the remuneration package for Supervisors shall be prepared by the Board of Supervisors and reported to the general meeting for consideration and approval. The remuneration package for Supervisors was prepared by the Company with reference to that prepared by other financial institutions as follows:

#### **I. Definition of Supervisors’ Remuneration**

##### ***(I) Labor Remuneration of Supervisors***

The entitlement of any Supervisor to labor remuneration depends on whether such supervisor works in the Company or has a labor relationship with the Company. If the employee representative Supervisor is an employee of the Company, his/her labor remuneration shall therefore be determined in accordance with the remuneration system of the Company. The shareholder representative Supervisors and external Supervisors shall not receive any remuneration from the Company for they do not work in the Company.

##### ***(II) Supervisors’ Allowances and Related Subsidies***

Supervisors’ allowances and related subsidies are remunerations given to the Supervisors based on their duties, and the relevant packages and standards need to be determined by the Board of Supervisors based on actual conditions and reported to the general meeting for approval.

#### **II. Interbank Situation of Supervisors’ Remuneration**

It is common for domestic major commercial banks and the banks in Hong Kong and other financially developed regions to pay remuneration and allowances (also known as “directors’ fee”) to shareholder representative supervisors, employee representative supervisors and external supervisors. However, the standards of different institutions vary widely.

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## LETTER FROM THE BOARD

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### III. Standards of Supervisors' Remuneration

According to the relevant provisions of the Articles of Association, the composition of the Board of Supervisors of the Company includes shareholder representative Supervisors, external Supervisors and employee representative Supervisors. According to the types of Supervisors and the functions of Supervisors, the remuneration Standards of the Supervisors are as follows:

Type of Supervisor	Remuneration Standard
Employee representative Supervisor	not entitled to receive additional payment
Part-time shareholder representative Supervisor	RMB30,000 – RMB50,000 per annum, unless otherwise required by the supervisory unit
Part-time external Supervisor	RMB150,000 – RMB250,000 per annum
Full-time Supervisor (chairman of the Board of Supervisors)	RMB800,000 – RMB1,800,000 per annum, unless otherwise required by the supervisory unit

The remuneration standards of the Supervisors shall be proposed for consideration and the specific amount verified by the Board of Supervisors based on the qualifications and duties of the supervisors shall be approved at the general meeting.

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.**

A special resolution regarding the proposed amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd. will be submitted at the EGM for approval.

As the shareholding structure of the Company has been changed, the Company proposed to amend the Articles of Association. The proposed amendments have been considered and approved by the Board of Directors, and shall be approved by a special resolution at the EGM, and the amended Articles of Association will take effect upon being approved by the CBIRC Shenzhen Office.

The proposed amendments have no article to be added or deleted, and the number of articles in the Articles of Association will remain unchanged after the amendments.

Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### ISSUANCE OF QUALIFIED TIER-2 CAPITAL BOND AND CAPITAL BONDS WITH NO FIXED TERM

A special resolution in relation to issuance of qualified tier-2 capital bonds and capital bonds with no fixed term will be proposed at the EGM for approval.

In order to raise the capital adequacy level of the Company, adapt to the new normal for economic development and financial institutions, enhance the Company's ability for stable operations and sustainable development, the Company has formulated the 3-year capital plan and implementation plan pursuant to the capital adequacy ratio requirements for financial institutions as stipulated by regulatory authorities and in accordance with the Company's "13th Five-Year" business development plan. The Company is expected to issue capital bonds in a single or multiple series with a total amount of not more than RMB5 billion or its equivalent from 2020 to 2022. Details are as follows:

It is proposed that under the conditions of obtaining approvals from the general meeting, the CBIRC and relevant regulatory authorities, the qualified capital instruments will be issued in accordance with the following terms and conditions:

1. Total amount of issuance: not more than RMB5 billion or its equivalent;
2. Types of instrument: domestic capital bonds (including domestic tier-2 capital bonds and capital bonds with no fixed term) and overseas capital bonds (including overseas tier-2 capital bonds and capital bonds with no fixed term) which are issued in compliance with the Administrative Measures on Financial Leasing Companies and relevant regulations in order to replenish the capital of financial leasing companies. The specific terms will be determined based on the results from communications with the regulatory authorities and according to market conditions;
3. Issuing markets: including domestic and overseas markets and issued in a single or multiple series in accordance with the relevant procedures approved by regulatory authorities;
4. Target subscribers: qualified domestic and overseas investors who are in compliance with relevant regulatory requirements and other subscription conditions;
5. Terms: there is no fixed term for capital bonds with no fixed term, while the term for qualified tier-2 capital bonds is generally not less than 5 years, and the specific terms will be determined based on communications with the regulatory authorities;
6. Method of loss absorption: upon the occurrence of the triggering events specified in the offering documents, the loss absorption will be achieved through a write-down mechanism;



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## LETTER FROM THE BOARD

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7. Interest rate: with reference to market interest rates;
8. Use of proceeds: the proceeds from qualified tier-2 capital bonds will be used to replenish tier-2 capital of the Company while the proceeds from capital bonds with no fixed term will be used to replenish additional tier-1 capital of the Company;
9. Term of validity of the resolution: from the date of approval by the general meeting on the issuance of this qualified capital instrument to 31 December 2022;
10. Authorization matters:

It is proposed at the general meeting to authorise the Board, and agree the Board to delegate such authority to the senior management of the Company, to decide and handle the relevant matters in relation to the issuance plan, specific terms and issuance of qualified tier-2 capital bonds and capital bonds with no fixed term based on the specific conditions, including but not limited to producing, amending and signing all relevant documents, handling all matters in relation to such issuance including submission to domestic and overseas regulatory authorities (including stock exchanges) for approval and all subsequent matters during the term of capital bonds, handling capital bonds redemption and upon the occurrence of a triggering event, ensuring that the additional qualified tier-1 capital instruments and tier-2 capital instruments will be written down in accordance with the relevant agreements in a timely manner.

### EGM

A notice of the EGM to be held at 10:00 a.m. on Friday, 8 May 2020 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC has been published on the websites of the Stock Exchange and the Company on 24 March 2020 and also set out in this circular.

For determining the entitlement of the Shareholders to attend the EGM, the register of members for H Shares will be closed from Wednesday, 8 April 2020 to Friday, 8 May 2020 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Friday, 8 May 2020 are entitled to attend and vote at the EGM. Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) by no later than 4:30 p.m. on Tuesday, 7 April 2020.

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## LETTER FROM THE BOARD

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### PROCEDURES FOR VOTING AT THE EGM

According to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the EGM will be taken by poll.

### RECOMMENDATION

The Directors are of the view that all proposals as set out in the notice of the EGM to be considered and approved by the Shareholders are in the interests of the Company and the Shareholders as a whole, and the terms under the New Finance Lease Agreement I and the New Finance Lease Agreement II are fair and reasonable. Accordingly, the Directors recommend that Shareholders vote in favor of the resolutions to be proposed at the EGM.

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

Original Articles	Amended Articles
Article 22	Article 22
<p>Upon the establishment of the Company and the approval of securities regulatory authority of the State Council, the Company has issued 3,142,380,000 Overseas Listed Shares. State-owned shareholders of the Company have transferred to the National Council for Social Security Fund (the “NSSF”) the 314,238,000 state-owned shares in accordance with the national regulations on reduction of the state-owned shares, upon the initial offering of Overseas Listed Shares.</p>	<p>Upon the establishment of the Company and the approval of the securities regulatory authority of the State Council, the Company has issued 3,142,380,000 Overseas Listed Shares. State-owned shareholders of the Company have transferred to the National Council for Social Security Fund (the “NSSF”) the 314,238,000 state-owned shares in accordance with the national regulations on reduction of the state-owned shares, upon the initial offering of Overseas Listed Shares.</p>
<p>Upon the initial public offering of 3,142,380,000 Overseas Listed Shares in July 2016, the total share capital of the Company was 12,642,380,000, and the share capital structure of the Company was as follows: China Development Bank Corporation subscribes and holds 8,141,332,869 shares, representing 64.40% of the total number of ordinary shares issued by the Company; HNA Group Company Limited subscribes and holds 795,625,000 shares, representing 6.29% of the total number of ordinary shares issued by the Company; Xi'an Aircraft Industry (Group) Company Ltd. subscribes and holds 148,737,069 shares, representing 1.18% of the total number of ordinary shares issued by the Company; Jiangsu Jia Yuan Investment Company Limited subscribes and holds 88,203,937 shares, representing 0.70% of the total number of ordinary shares issued by the Company; Qitian Holding Company Limited subscribes and holds 4,500,625 shares, representing 0.04% of the total number of ordinary shares issued by the Company;</p>	<p>Upon the initial public offering of 3,142,380,000 Overseas Listed Shares in July 2016, the total share capital of the Company was 12,642,380,000, and the share capital structure of the Company was as follows: <b><u>holders of Domestic Shares hold 9,185,762,000 shares, representing 72.66% of the total number of ordinary shares; holders of H shares hold 3,456,618,000 shares, representing 27.34% of the total number of ordinary shares.</u></b></p> <p><b><u>As at 31 December 2019, the total number of shares of the Company was 12,642,380,000, and the share capital structure of the Company was as follows: holders of Domestic Shares hold 9,872,786,000 shares, representing 78.09% of the total number of ordinary shares; holders of H shares hold 2,769,594,000 shares, representing 21.91% of the total number of ordinary shares.</u></b> China Development Bank Corporation subscribes and holds 8,141,332,869 shares, representing 64.40% of the total number of ordinary shares issued by the Company;</p>

Original Articles	Amended Articles
<p>Bank of Urumqi Co., Ltd. subscribes and holds 3,562,500 shares, representing 0.03% of the total number of ordinary shares issued by the Company; Sichuan Financial Leasing Co., Ltd. subscribes and holds 2,612,500 shares, representing 0.02% of the total number of ordinary shares issued by the Company; Huilian Assets Management Company Limited subscribes and holds 1,187,500 shares, representing 0.01% of the total number of ordinary shares issued by the Company; the NSSF holds 314,238,000 shares, representing 2.49% of the total number of ordinary shares; and shareholders of H shares (excluding NSSF) hold 3,142,380,000 shares, representing 24.86% of the total ordinary share capital.</p>	<p><del>HNA Group Company Limited subscribes and holds 795,625,000 shares, representing 6.29% of the total number of ordinary shares issued by the Company; Xi'an Aircraft Industry (Group) Company Ltd. subscribes and holds 148,737,069 shares, representing 1.18% of the total number of ordinary shares issued by the Company; Jiangsu Jia Yuan Investment Company Limited subscribes and holds 88,203,937 shares, representing 0.70% of the total number of ordinary shares issued by the Company; Qitian Holding Company Limited subscribes and holds 4,500,625 shares, representing 0.04% of the total number of ordinary shares issued by the Company; Bank of Urumqi Co., Ltd. subscribes and holds 3,562,500 shares, representing 0.03% of the total number of ordinary shares issued by the Company; Sichuan Financial Leasing Co., Ltd. subscribes and holds 2,612,500 shares, representing 0.02% of the total number of ordinary shares issued by the Company; Huilian Assets Management Company Limited subscribes and holds 1,187,500 shares, representing 0.01% of the total number of ordinary shares issued by the Company; the NSSF holds 314,238,000 shares, representing 2.49% of the total number of ordinary shares; and shareholders of H shares (excluding NSSF) hold 3,142,380,000 shares, representing 24.86% of the total ordinary share capital.</del></p>
Article 25	Article 25
<p>The registered capital of the Company shall be RMB12,642,380,000 after the issuance of the Overseas Listed Shares.</p>	<p>The registered capital of the Company shall be RMB12,642,380,000 <del>after the issuance of the Overseas Listed Shares.</del></p>

**1. FINANCIAL INFORMATION OF THE GROUP FOR THE YEARS ENDED 31 DECEMBER 2017, 2018 AND 2019**

The financial information of the Group for the three financial years ended 31 December 2017, 2018 and 2019 is disclosed in pages 124 to 236 of the 2017 annual report<sup>1</sup>, pages 133 to 256 of the 2018 annual report<sup>2</sup> and pages 64 to 114 of the announcement of annual results for the year ended 31 December 2019<sup>3</sup> of the Company, respectively, all published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cdb-leasing.com>).

**2. STATEMENT OF INDEBTEDNESS**

As of 31 March 2020, which is the latest practicable date for the purpose of determining the amount of indebtedness, the Company had outstanding interest-bearing balance of bank borrowings and long-term borrowings in the total amount of RMB 212,890,348,188.

As of 31 March 2020, the bank borrowings are secured by (a) in addition to the legal charges, all of the aircraft leased to airline companies by the Company under operating leases; and (b) guarantees from certain members of the Group.

Save as aforesaid or as otherwise disclosed in this circular, and apart from intra-group liabilities, as of 31 March 2020, being the latest practicable date for determining indebtedness, the Company did not have any outstanding mortgages, charges, debentures, debt securities or other loan capital or bank overdrafts or loans or other similar indebtedness or finance lease commitments, liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments or guarantees or other material contingent liabilities.

**3. WORKING CAPITAL STATEMENT**

The Directors are of the opinion that, after taking into account the presently available banking facilities and the internally generated resources of the Group, the Group has sufficient working capital for its requirements within the next 12 months from the date of this circular.

*Notes:*

1. Please see link at:

<http://www3.hkexnews.hk/listedco/listconews/SEHK/2018/0424/LTN20180424645.pdf>

2. Please see link at:

<http://www3.hkexnews.hk/listedco/listconews/SEHK/2019/0426/LTN201904262479.pdf>

3. Please see link at:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0327/2020032700181.pdf>

#### **4. FINANCIAL AND TRADING PROSPECTS**

##### **Financial status**

The major business segments of the Group include Aircraft Leasing, Infrastructure Leasing, Ship Leasing, Inclusive Finance and Other Leasing Business.

For the year ended 31 December 2019, the total lease financing to lessees amounted to RMB93.246 billion, among which the lease financing to lessees in Aircraft Leasing was RMB16.447 billion, the lease financing to lessees in Infrastructure Leasing was RMB42.649 billion, the lease financing to lessees in Ship Leasing was RMB9.604 billion, the lease financing to lessees in Inclusive Finance was RMB15.732 billion and the lease financing to lessees in Other Leasing Business was RMB8.814 billion, respectively.

As at 31 December 2019, total assets of the Group amounted to RMB261,300.7 million, representing an increase of RMB23,233.7 million and 9.8% as compared with that at the end of 2018.

For the year ended 31 December 2019, total revenue of the Group amounted to RMB16,524.1 million, representing an increase of RMB2,903.0 million and 21.3% as compared with that of 2018.

For the year ended 31 December 2019, total expenses of the Group amounted to RMB14,350.5 million, representing an increase of RMB2,083.4 million and 17.0% million as compared with that of 2018.

##### **Prospects**

In 2020, the Group will take the “14th Five-Year” Plan as an opportunity to enhance the study and analysis as well as coordination and planning, continue to consolidate the foundation of professional development and strengthen the first mover advantages of aircraft, ship, inclusive finance and other professional segments, so as to facilitate the development of real economy and constantly improve its market competitiveness and influence. The Group will continue to give play to the advantages of Shareholders, capture the opportunities arising from the remedy of weak links in infrastructural area, focus on key customers and strengthen business collaboration to serve the key areas in China and their development. Meanwhile, the Group will proactively push forward the innovation in business models of new energy, equipment, healthcare as well as environmental protection sectors to diversify its products and businesses and strive to create new business growth drivers. The Company will closely monitor the domestic and global economic situation and the change of risk profile, and strengthen its analysis, research and judgment of region, industry, market and client, so as to propose responsive measures in an effective and timely manner and formulate plan for risk mitigation and disposal, and ultimately to achieve the comprehensive risk control and consolidate the foundation for business development of the Company.

**5. MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2019, being the date on which the latest published audited accounts of the Company have been made up.

**1. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiry, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters omitted which would make any statement herein or this circular misleading.

**2. INTERESTS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVE**

As at the Latest Practicable Date, none of the Directors, Supervisors or the chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Directors, Supervisors, chief executives or their respective associates is deemed to have under such provisions of the SFO), or which was required to be entered in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which was otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules.

**3. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not expiring nor terminable by the Group within a year without payment of any compensation (other than statutory compensation).

**4. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or, so far as is known to them, any of their respective associates was interested in any business (apart from the Group's business) which competes or possibly competes either directly or indirectly with the Group's business (as would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them were a Controlling Shareholder).



## 5. INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 December 2019 (being the date on which the latest published audited accounts of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement, subsisting at the date of this circular, which is significant in relation to the business of the Group.

## 6. DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, to the knowledge of the Directors, the following persons (not being Directors, Supervisors and the chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Class of Shares	Capacity/Nature of interest	Number of Shares	Long position/ Short position	Approximate shareholding percentage in the relevant class of Shares of the Company (%)	Approximate percentage in the Company's total shareholdings (%)
Central Huijin Investment Ltd.	Domestic Shares	Interests of controlled corporation <sup>(1)</sup>	8,141,332,869	Long position	82.46	64.40
	H Shares	Interests of controlled corporation <sup>(5)(7)</sup>	608,914,000	Long position	21.99	4.81
China Development Bank	Domestic Shares	Beneficial owner <sup>(1)</sup>	8,141,332,869	Long position	82.46	64.40
Shengtang Development (Yangpu) Co., Ltd.	Domestic Shares	Interests of controlled corporation <sup>(2)</sup>	795,625,000	Long position	8.06	6.29
Hainan Traffic Administration Holding Co., Ltd.	Domestic Shares	Interests of controlled corporation <sup>(2)</sup>	795,625,000	Long position	8.06	6.29
HNA Group Company Limited	Domestic Shares	Beneficial owner <sup>(2)</sup>	795,625,000	Long position	8.06	6.29

# APPENDIX III

# GENERAL INFORMATION

Name	Class of Shares	Capacity/Nature of interest	Number of Shares	Long position/ Short position	Approximate shareholding percentage in the relevant class of Shares of the Company (%)	Approximate percentage in the Company's total shareholdings (%)
China Three Gorges Corporation	Domestic Shares	Beneficial owner	687,024,000	Long position	6.96	5.43
	H Shares	Interests of controlled corporation <sup>(3)</sup>	619,476,000	Long position	22.37	4.90
Three Gorges Capital Holdings Co., Ltd.	H Shares	Interests of controlled corporation <sup>(3)</sup>	619,476,000	Long position	22.37	4.90
Hengjian International Investment Holding (Hong Kong) Limited	H Shares	Beneficial owner <sup>(4)</sup>	523,310,000	Long position	18.89	4.14
Guangdong Hengjian Investment Holding Co., Ltd	H Shares	Interests of controlled corporation <sup>(4)</sup>	523,310,000	Long position	18.89	4.14
China Reinsurance (Group) Corporation	H Shares	Beneficial owner <sup>(5)</sup>	449,990,000	Long position	16.25	3.56
National Council for Social Security Fund	H Shares	Beneficial owner	272,666,000	Long position	9.84	2.16
State-owned Assets Supervision and Administration Commission of the State Council	H Shares	Interests of controlled corporation <sup>(6)</sup>	193,984,000	Long position	7.00	1.53
China State Shipbuilding Corporation	H Shares	Interests of controlled corporation <sup>(7)</sup>	193,984,000	Long position	7.00	1.53
CSSC International Holding Company Limited	H Shares	Beneficial owner <sup>(7)</sup>	193,984,000	Long position	7.00	1.53
Goldway Financial Corp.	H Shares	Interests of controlled corporation <sup>(7)</sup>	158,924,000	Long position	5.74	1.26
Express Glory Enterprises Ltd	H Shares	Beneficial owner <sup>(7)</sup>	158,924,000	Long position	5.74	1.26
Bank of China Limited	H Shares	Interests of controlled corporation <sup>(7)</sup>	158,924,000	Long position	5.74	1.26
Bank of China Group Investment Limited	H Shares	Interests of controlled corporation <sup>(7)</sup>	158,924,000	Long position	5.74	1.26

*Notes:*

- (1) Central Huijin Investment Ltd. holds 34.68% of the equity interests in China Development Bank Corporation. Hence, pursuant to the SFO, Central Huijin Investment Ltd. is deemed to be interested in the 8,141,332,869 domestic Shares held by China Development Bank Corporation.
- (2) Shengtang Development (Yangpu) Co., Ltd. holds 50% of the equity interests in Hainan Traffic Administration Holding Co., Ltd., which in turn holds 70% of the equity interests in HNA Group Company Limited. Hence, pursuant to the SFO, each of Shengtang Development (Yangpu) Co., Ltd. and Hainan Traffic Administration Holding Co., Ltd. is deemed to be interested in the 795,625,000 domestic Shares held by HNA Group Company Limited.
- (3) China Three Gorges Corporation holds 70.00% of the equity interests in Three Gorges Capital Holdings Co., Ltd., which in turn holds 619,476,000 H Shares of the Company through its wholly-owned subsidiary, Three Gorges Capital Holdings (HK) Co., Ltd. Hence, pursuant to the SFO, each of China Three Gorges Corporation and Three Gorges Capital Holdings Co., Ltd. is deemed to be interested in the 619,476,000 H Shares held by Three Gorges Capital Holdings (HK) Co., Ltd.
- (4) Hengjian International Investment Holding (Hong Kong) Limited is wholly-owned by Guangdong Hengjian Investment Holding Co., Ltd. Hence, pursuant to the SFO, Guangdong Hengjian Investment Holding Co., Ltd. is deemed to be interested in the 523,310,000 H Shares held by Hengjian International Investment Holding (Hong Kong) Limited.
- (5) Central Huijin Investment Ltd. holds 71.56% of the equity interests in China Reinsurance (Group) Corporation. Hence, pursuant to the SFO, Central Huijin Investment Ltd. is deemed to be interested in the 449,990,000 H Shares held by China Reinsurance (Group) Corporation.
- (6) CSSC International Holding Company Limited is a wholly-owned subsidiary of China State Shipbuilding Corporation. China State Shipbuilding Corporation is wholly-owned by State-owned Assets Supervision and Administration Commission of the State Council of the PRC. Hence, pursuant to the SFO, each of China State Shipbuilding Corporation and State-owned Assets Supervision and Administration Commission of the State Council is deemed to be interested in the 193,984,000 H Shares held by CSSC International Holding Company Limited.
- (7) Central Huijin Investment Ltd. holds 64.02% of the equity interests in Bank of China Limited, which in turn holds 100% of the equity interests in Bank of China Group Investment Limited. Bank of China Group Investment Limited holds 100% of the equity interests in Goldway Financial Corp., which in turn holds 100% of the equity interests in Express Glory Enterprises Ltd. Hence, pursuant to the SFO, each of Central Huijin Investment Ltd., Bank of China Limited, Bank of China Group Investment Limited and Goldway Financial Corp. is deemed to be interested in the 158,924,000 H Shares held by Express Glory Enterprises Ltd.
- (8) According to Section 336 of the SFO, shareholders of the Company are required to file disclosure of interest forms when certain criteria are fulfilled. When the shareholdings of the Shareholders in the Company change, it is not necessary for the Shareholders to notify the Company and the Hong Kong Stock Exchange unless certain criteria are fulfilled. Therefore, the latest shareholdings of the Shareholders in the Company may be different from the shareholdings filed with the Hong Kong Stock Exchange.

Save as disclosed above, as at the Latest Practicable Date, to the knowledge of the Directors, no other persons (not being Directors, Supervisors and the chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept by the Company under Section 336 of the SFO.

**7. DIRECTORS' POSITIONS IN SUBSTANTIAL SHAREHOLDERS**

As at the Latest Practicable Date, the following Directors were in the employment of those companies which had interests or short positions in the Shares or underlying Shares of the Company which are required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO:

<b>Name</b>	<b>Position in the specific company</b>
Mr. Li Yingbao	a senior appraisal manager of the first assessment bureau in China Development Bank
Mr. Wang Bangyi	an assistant to general manager of China Re Asset Management Company Ltd., a subsidiary of China Reinsurance (Group) Corporation, and the general manager of a Hong Kong subsidiary of China Re Asset Management Company Ltd.

**8. LITIGATION**

As at the Latest Practicable Date, the Directors were not aware of any litigation or claim of material importance pending or threatening against any member of the Group.

**9. MATERIAL CONTRACTS**

As at the Latest Practicable Date, no material contract (not being a contract entered into in the ordinary course of business) has been entered into by any member of the Group within the two years immediately preceding the issue of this circular.

**10. OTHER INFORMATION**

- (1) The joint company secretaries of the Company are Mr. Huang Min and Ms. Wong Sau Ping (associate member of The Hong Kong Institute of Chartered Secretaries, associate member of The Institute of Chartered Secretaries and Administrators).
- (2) The registered address of the Company is CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC. The principal place of business of the Company in Hong Kong is located at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.
- (3) The H share registrar of the Company is Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) The English text of this circular shall prevail over the Chinese text in the event of inconsistency.

**11. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong for a period of 14 days (excluding Saturdays and Sundays) from the date of this circular:

- (1) the Articles of Association;
- (2) the 2018 annual report and the announcement of annual results for the year ended 31 December 2019 of the Company; and
- (3) this circular.

# NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING



## 国银租赁

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)**

### NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2020 first extraordinary general meeting (the “EGM”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Friday, 8 May 2020 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the finance lease transaction in relation to sale-and-leaseback of road assets and ancillary facilities;
2. To consider and approve the finance lease transaction in relation to sale-and-leaseback of an expressway;
3. To consider and approve the remuneration packages for Supervisors;

#### SPECIAL RESOLUTIONS

4. To consider and approve the proposed amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.; and
5. To consider and approve the issuance of qualified tier-2 capital bonds and capital bonds with no fixed term.

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

Shenzhen, the PRC  
24 March 2020

\* *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.*

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# NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING

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Notes:

## 1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE EGM

Holders of H shares are advised that the register of members for H shares will be closed from Wednesday, 8 April 2020 to Friday, 8 May 2020 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Friday, 8 May 2020 are entitled to attend and vote at the EGM. Holders of H shares of the Company who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 7 April 2020.

## 2. PROXY

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its legal representative(s) or director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization documents must be notarised.

For holders of H shares, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. before 10:00 a.m. on Thursday, 7 May 2020) or any adjournment thereof (as the case may be). Shareholders can still attend and vote in person at the EGM upon completion and return of the proxy form.

## 3. REPLY SLIP

Holders of H shares who intend to attend the EGM in person or by proxy should return the reply slip to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 17 April 2020.

## 4. CONTACT DETAILS OF THE COMPANY

Contact Address: CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC  
Contact Person: CHEN Cheng/DAI Fengchuan  
Contact Telephone: (86) 755 2398 9425/(86) 755 2398 9416  
Contact Fax: (86) 755 2398 0900

## 5. PROCEDURES FOR VOTING AT THE EGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the EGM must be taken by poll.

## 6. OTHER BUSINESS

The EGM is expected to last for approximately half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the EGM shall produce their identity documents.

*As at the date of this notice, the executive directors of the Company are Mr. WANG Xuedong, Mr. PENG Zhong and Mr. HUANG Min; the non-executive directors of the Company are Mr. LI Yingbao, Mr. WANG Bangyi and Ms. WANG Ying; and the independent non-executive directors of the Company are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.*