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国银金租

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)

POLL RESULTS OF 2022 ANNUAL GENERAL MEETING AND PAYMENT OF FINAL DIVIDEND

POLL RESULTS OF 2022 ANNUAL GENERAL MEETING

China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) announces that the 2022 annual general meeting of the Company (the “**2022 AGM**”) was held on Wednesday, 28 June 2023, at which the resolutions set out in the notice of the 2022 AGM were voted by poll and passed. For the details of the resolutions considered at the 2022 AGM, please refer to the circular of the 2022 AGM dated 7 June 2023 (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular. The poll results are set out below:

* *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.*

ORDINARY RESOLUTIONS		Number of votes and percentage of the total voting shares present in person or by proxy (%)		
		For	Against	Abstain
1.	to consider and approve the annual report for the year 2022	10,281,355,494 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	to consider and approve the profit distribution plan for the year 2022	10,281,355,494 (100.000000%)	0 (0.000000%)	0 (0.000000%)
3.	to consider and approve the final financial report for the year 2022	10,281,355,494 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	to consider and approve the report of financial budget for the year 2023	10,281,355,494 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	to consider and approve the change of accounting firm for the year 2023	10,281,283,494 (99.999300%)	72,000 (0.000700%)	0 (0.000000%)
6.	to consider and approve the report of the board of directors for the year 2022	10,281,355,494 (100.000000%)	0 (0.000000%)	0 (0.000000%)
7.	to consider and approve the report of the board of supervisors for the year 2022	10,281,355,494 (100.000000%)	0 (0.000000%)	0 (0.000000%)
8.	to consider and approve the finance lease transactions in relation to the sale-and-leaseback of auxiliary equipment assets with Hubei Hanshi Intercity Railway Co., Ltd.	2,140,022,625 (100.000000%)	0 (0.000000%)	0 (0.000000%)
SPECIAL RESOLUTION		Number of votes and percentage of the total voting shares present in person or by proxy (%)		
		For	Against	Abstain
9.	to consider and approve the general mandate to issue debt financing instruments	10,281,075,494 (99.997277%)	280,000 (0.002723%)	0 (0.000000%)
AS REPORTING DOCUMENTS				
10.	to receive the report on management of related party transactions for the year 2022	N/A	N/A	N/A
11.	to hear the results of the evaluation of the performance of duties by the directors, supervisors and senior management in 2022	N/A	N/A	N/A
12.	to hear the report on the implementation of the proposal on the authorization to the board at the shareholders' general meetings in 2022	N/A	N/A	N/A
13.	to hear the report on the qualification evaluation of major shareholders and substantial shareholders in 2022	N/A	N/A	N/A

The above ordinary resolutions were duly passed as more than 50% of the total voting rights of all the Shareholders who voted in person or by proxy on the resolutions were cast in favour of each of them, and the above special resolution was duly passed as more than 75% of the total voting rights of all the Shareholders who voted in person or by proxy on the resolution were cast in favour of it.

The following Directors attended the 2022 AGM in person: Ms. MA Hong, Mr. HUANG Min and Mr. XU Jin. Other Directors were unable to attend the 2022 AGM due to their other engagements.

As at the date of the 2022 AGM, the Company's total issued Shares comprised 12,642,380,000 Shares (including 2,769,594,000 H Shares and 9,872,786,000 Domestic Shares), which entitled the holders to attend the 2022 AGM and vote for or against or abstain from voting on the resolutions proposed thereat. Shareholders and proxies of Shareholders attending the 2022 AGM held a total of 10,281,355,494 voting Shares, representing approximately 81.32% of the total issued Shares of the Company as of the date of the 2022 AGM.

Pursuant to the Listing Rules, CDB (being the Controlling Shareholder of the Company) and its associates have abstained from voting on resolution no. 8 in relation to the Finance Lease Agreement and all related transactions contemplated thereunder at the 2022 AGM. The total number of Shares held by CDB and its associates to abstain from voting is 8,141,332,869 Shares (representing approximately 64.4% of the total issued share capital of the Company, and controlled or were entitled to exercise control over the voting rights in respect of the Shares held in the Company). The intention of CDB and its associates to abstain from voting on resolution no. 8 was stated in the Circular.

As a result, the total number of Shares held by Shareholders entitled to attend and vote on resolutions nos. 1 to 7 and no. 9 at the 2022 AGM was 12,642,380,000 Shares; and the total number of Shares held by Independent Shareholders entitled to attend and vote on resolution no. 8 at the 2022 AGM was 4,501,047,131 Shares.

Save as disclosed above, to the best knowledge, information and belief of the Directors, there was no other restriction on any Shareholder casting votes on any of the proposed resolutions at the 2022 AGM. There was no Share entitling the Shareholders to attend the 2022 AGM but abstain from voting in favor of the resolutions as set out in Rule 13.40 of the Listing Rules, and no other Shareholders were required to abstain from voting on any of the resolutions at the 2022 AGM under the Listing Rules. The convening of the 2022 AGM complied with the relevant laws and regulations of the PRC, the Listing Rules, and the Articles of Association. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer for the voting at the 2022 AGM.

PAYMENT OF FINAL DIVIDEND

Final Dividend

The resolution in relation to profit distribution plan for the year 2022 was duly approved by Shareholders at the 2022 AGM. For the full context of the resolution, please refer to the Circular.

The final dividend to be distributed by the Company for the year ended 31 December 2022 is RMB0.7952 per 10 Shares (inclusive of tax). The net profit of the Group at the end of 2022 amounted to RMB3,351,072,758, and the total amount of profit distribution amounted to approximately RMB1,005,322,058, which accounted for 30% of the net profit of the Group for the year 2022. In principle, payments will be made to holders of Domestic Shares in Renminbi and holders of H Shares in Hong Kong dollars. The exchange rate of Hong Kong dollars will be the average closing price of Hong Kong dollars against RMB announced by the People's Bank of China for the five working days prior to the date of the 2022 AGM (i.e. HK\$1 = RMB0.916884). As such, the final dividend per H Share amounted to HK\$0.086729 (inclusive of tax). The final dividend is currently expected to be paid on Wednesday, 9 August 2023 to the Shareholders whose names appear on the register of members of the Company on Sunday, 9 July 2023.

For determining the entitlement of the Shareholders to the final dividend for the year 2022, the register of members of the Company will be closed from Tuesday, 4 July 2023 to Sunday, 9 July 2023, both days inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Sunday, 9 July 2023 are entitled to the final dividend for the year 2022. In order to be entitled to the final dividend for the year 2022, unregistered holders of H Shares must deposit the transfer documents with the Company's H share registrar, 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 Monday, 3 July 2023.

The Company has appointed Computershare Hong Kong Trustees Limited as the Company's receiving agent of H Share dividends (the "**Receiving Agent**"), and will pay the declared dividends to the Receiving Agent for their onward payment to holders of H Shares. The Receiving Agent will pay the cash dividend. Subject to applicable laws, regulations, rules and effective judgments and/or arbitration awards, the cheques of the cash dividend will be dispatched to the holders of H Shares by the Company's H share registrar, Computershare Hong Kong Investor Services Limited no later than Wednesday, 9 August 2023 by ordinary post, while the risk of the delivery shall be borne by holders of H Shares.

Taxation

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), Notice on the Issues Concerning the Collection and Administration of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) and Announcement of the State Administration of Taxation on Promulgation of the Administrative Measures on Entitlement of Non-residents to Treatment under Tax Treaties (Announcement No. 35 [2019] of the State Administration of Taxation) (《國家稅務總局關於發佈〈非居民納稅人享受協定待遇管理辦法〉的公告》(國家稅務總局公告2019年第35號)) and relevant laws, regulations and regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual H Shares holders in respect of the 2022 final dividend to be distributed to them. Overseas resident individual shareholders of stocks issued by domestic non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries in which they are residents and the PRC, or to the tax arrangements between mainland China and Hong Kong and Macau. Accordingly, 10% of the dividends to be distributed to the individual H Shares holders are generally withheld as individual income tax unless otherwise specified by the relevant tax laws, regulations and tax agreements.

For holders of H Shares who are non-resident enterprises, in accordance with the provisions of the Notice on Issues concerning Withholding and Paying the Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Shares holders who are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) published by the State Administration of Taxation of the PRC (國家稅務總局《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), the enterprise income tax shall be withheld at a uniform rate of 10% by the Company. Non-resident enterprise shareholders may apply for tax refund for the difference in accordance with relevant requirements including tax agreements (arrangements) upon the receipt of dividends.

For investors of the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Stock Exchange (the “**Southbound Trading**”), the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the H Shares holders for the Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of the Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of the Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) promulgated by Ministry of Finance of the PRC, State Administration of Taxation and China Securities Regulatory Commission on 5 November 2016:

1. For dividends received by mainland individual investors from investing in H Shares listed on the Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the mainland individual investors. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax credit relating to the withholding tax already paid abroad. For dividends received by domestic securities investment funds from investing in Shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, such amount shall be subject to individual income tax pursuant to the above requirements.
2. For dividends received by mainland corporate investors from investing in Shares listed on the Stock Exchange through Shenzhen-Hong Kong Stock Connect, such amount shall be reckoned in their gross revenue and subject to corporate income tax pursuant to laws. In particular, for the dividends obtained by mainland resident enterprises from holding relevant H Shares for consecutive 12 months, the corporate income taxes shall be exempted pursuant to laws. The company of such H Shares will not withhold and pay the income tax of dividends for mainland corporate investors and those domestic enterprise investors shall report and pay the relevant tax themselves. When declaring and paying enterprise income tax themselves, mainland corporate investors may apply for tax credit pursuant to laws in respect of dividend income tax which has been withheld and paid by non-H stock companies listed on the Stock Exchange.

The time arrangement including record date and the date of cash dividend distribution for investors of the Southbound Trading is the same as those of the holders of H Shares.

If holders of H Shares have any queries on the above arrangements, they should seek advice from their tax advisors on the tax impact in the PRC, Hong Kong and other country(ies) or region(s) in relation to the holding and disposing of H Shares.

By order of the Board
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.
LIU Yi
Joint Company Secretary

Shenzhen, the PRC
28 June 2023

As at the date of this announcement, the executive directors of the Company are Ms. MA Hong and Mr. HUANG Min; the non-executive directors are Mr. LI Yingbao and Mr. YANG Guifang; and the independent non-executive directors are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.