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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 THE 2023 FIRST  
EXTRAORDINARY GENERAL MEETING  
APPOINTMENTS OF MEMBERS FOR THE THIRD SESSION OF THE  
BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS  
AND  
AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION**

**POLL RESULTS OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING**

China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) announces that the 2023 first extraordinary general meeting of the Company (the “**EGM**”) was held on Monday, 25 September 2023, at which the resolutions set out in the notice of the EGM dated 10 August 2023 and the supplemental notice of the EGM dated 31 August 2023 were voted by poll and passed. For the details of the resolutions considered at the EGM, please refer to the circular of the Company dated 7 September 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.	The resolutions regarding the election of members of the third session of the board of directors of the Company			
	1.1 To consider and approve the appointment of Ms. MA Hong as the executive director of the Company	10,139,045,994 98.732617%	130,150,000 1.267383%	0 0%
	1.2 To consider and approve the appointment of Mr. LI Yingbao as the non-executive director of the Company	10,269,131,994 99.999377%	64,000 0.000623%	0 0%
	1.3 To consider and approve the appointment of Mr. YANG Guifang as the non-executive director of the Company	10,264,337,994 99.952693%	4,858,000 0.047307%	0 0%
	1.4 To consider and approve the appointment of Mr. LI Haijian as the independent non-executive director of the Company	10,269,195,994 100.000000%	0 0%	0 0%
	1.5 To consider and approve the appointment of Mr. LIU Ming as the independent non-executive director of the Company	10,269,195,994 100.000000%	0 0%	0 0%
	1.6 To consider and approve the appointment of Mr. JIN Tao as the executive director of the Company	10,269,195,994 100.000000%	0 0%	0 0%
	1.7 To consider and approve the appointment of Mr. WANG Guiguo as the independent non-executive director of the Company	10,269,195,994 100.000000%	0 0%	0 0%
2.	The resolution regarding the election of member of the third session of the board of supervisors of the Company			
	2.1 To consider and approve the appointment of Mr. MA Yongyi as the external supervisor of the Company	10,269,195,994 100.000000%	0 0%	0 0%
SPECIAL RESOLUTION		Number of votes and percentage of the total voting shares present in person or by proxy (%)		
		For	Against	Abstain
3.	To consider and approve the proposed amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.	10,264,401,994 99.953317%	4,794,000 0.046683%	0 0%

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

The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions or abstain from voting at the EGM was 12,642,380,000 Shares, which was the total number of issued Shares as at the date of the EGM. Shareholders and authorized proxies holding in aggregate 10,269,195,994 Shares were present at the EGM, representing approximately 81.23% of the total issued Shares as of the date of the EGM.

No party has stated its intention in the Circular that it would vote against the resolutions or abstain from voting at the EGM. To the best knowledge, information and belief of the Directors, there was no restriction on any Shareholder casting votes on the proposed resolutions at the EGM. There was no Share entitling the Shareholders to attend 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 the resolutions at the EGM under the Listing Rules. The convening of the EGM 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 EGM.

#### **APPOINTMENTS OF MEMBERS FOR THE THIRD SESSION OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS**

The ordinary resolutions No. 1.1 to 1.7 and No. 2.1 of the EGM were duly passed by the Shareholders at the EGM. Pursuant to the Articles of Association, Ms. MA Hong and Mr. JIN Tao have been appointed as the executive Directors of the third session of the Board of Directors. Mr. LI Yingbao and Mr. YANG Guifang have been appointed as the non-executive Directors of the third session of the Board of Directors. Mr. LI Haijian, Mr. LIU Ming and Mr. WANG Guiguo have been appointed as the independent non-executive Directors of the third session of the Board of Directors. The third session of the Board of Directors also includes a non-executive Director (employee representative Director) elected at the second session of the employee representative meeting of the Company held on 30 June 2022, namely Mr. ZHANG Xu.

Mr. MA Yongyi has been appointed as the external Supervisor of the third session of the Board of Supervisors. The third session of the Board of Supervisors also includes two employee representative Supervisors elected at the employee representative meeting of the Company on 29 August 2023, namely Mr. WANG Bin and Mr. WANG Yiyun.

The biographical details of members of the third session of the Board of Directors and the third session of the Board of Supervisors are set out in the Circular, the announcements of the Company dated 30 June 2022 and 29 August 2023 respectively. As at the date of this announcement, there has been no change to such biographical details.

According to the requirements of relevant laws and regulations and the Articles of Association, the Directors of the third session of the Board of Directors will serve for a term of three years and may be re-elected after the expiry of their terms of office. The term of Ms. MA Hong, Mr. LI Yingbao, Mr. YANG Guifang, Mr. LI Haijian and Mr. LIU Ming will take effect from 25 September 2023; the term of Mr. JIN Tao, Mr. WANG Guiguo and Mr. ZHANG Xu will take effect from the date of the approval from the NAFR Shenzhen Office until the date of expiry of the term of the third session of the Board of Directors. The Company will publish a separate announcement in accordance with the requirements of the Listing Rules after the relevant appointments become effective. Prior to the approval of Director's qualifications of Mr. JIN Tao, Mr. WANG Guiguo and Mr. ZHANG Xu, Mr. HUANG Min and Mr. XU Jin, the directors of the second session of the Board of Directors, will continue performing the duties as Directors prudently in accordance with the requirements of the laws, administrative regulations, normative documents and the Articles of Association.

According to the requirements of relevant laws and regulations and the Articles of Association, the Supervisors of the third session of the Board of Supervisors will serve for a term of three years and may be re-elected after the expiry of their terms of office. The term of Mr. MA Yongyi, Mr. WANG Bin and Mr. WANG Yiyun will take effect from 25 September 2023.

Each of the Directors and Supervisors will enter into a service contract with the Company respectively after their formal appointments and/or obtaining the approval of Director's qualification from the NAFR Shenzhen Office. During their terms of office, the Directors and Supervisors will receive their remuneration or allowance in accordance with the Administrative Measures for Remuneration of Directors and Supervisors of China Development Bank Financial Leasing Co., Ltd. (《國銀金融租賃股份有限公司董事、監事薪酬管理辦法》), the Remuneration Plan for Directors (《董事薪酬方案》) and the Remuneration Plan for Supervisors (《監事薪酬方案》). The Company will disclose the remuneration and allowance of Directors and Supervisors in annual report every year.

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 21 July 2023, in relation to, among others, the proposed amendments to the Articles of Association. The Board announces that the revised Articles of Association duly approved by the Shareholders at the EGM are still subject to the approval by the NAFR Shenzhen Office. The Company will publish the full version of the revised Articles of Association on the websites of the Company ([www.cdb-leasing.com](http://www.cdb-leasing.com)) and the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) upon such approval.

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

Shenzhen, the PRC  
25 September 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. XU Jin, Mr. LI Haijian and Mr. LIU Ming.*