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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)**

**POLL RESULTS OF 2018 ANNUAL GENERAL MEETING  
APPOINTMENT OF AUDITORS FOR THE YEAR 2019  
AND  
PAYMENT OF FINAL DIVIDEND**

**POLL RESULTS OF 2018 ANNUAL GENERAL MEETING**

China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) announces that the 2018 annual general meeting of the Company (the “**2018 AGM**”) was held on Friday, 28 June 2019, at which the resolutions set out in the notice of the 2018 AGM were voted by poll and passed. For the details of the resolutions considered at the 2018 AGM, please refer to the circular of the 2018 AGM of the Company dated 6 June 2019 (the “**Circular**”) and the supplemental circular of the 2018 AGM dated 13 June 2019 (the “**Supplemental Circular**”). Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental 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 (%)		
		For	Against	Abstain
1	to consider and approve the annual report for the year 2018	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
2	to consider and approve the profit distribution plan for the year 2018	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
3	to consider and approve the final financial report for the year 2018	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
4	to consider and approve the report of financial budget for the year 2019	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
5	to consider and approve the appointment of accounting firm for the year 2019	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
6	to consider and approve the renewal of framework agreements on continuing connected transactions for 2019 to 2021 and the proposed annual caps, including:			
6.1	the New Financing Service Framework Agreement and the proposed annual caps for 2019 to 2021	2,344,889,194 100.000000%	0 0.000000%	0 0.000000%
6.2	the New Deposit Service Framework Agreement and the proposed annual caps for 2019 to 2021	2,344,889,194 100.000000%	0 0.000000%	0 0.000000%
6.3	the New Debt Financing Instruments Investment Framework Agreement and the proposed annual caps for 2019 to 2021	2,344,889,194 100.000000%	0 0.000000%	0 0.000000%
7	to consider and approve the adjustment to the ratio of deferred remuneration of the chairman of the board of directors of the Company	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
8	to consider and approve the report of the board of directors for the year 2018	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
9	to consider and approve the report of the board of supervisors for the year 2018	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
10	to consider and approve the finance lease transaction in relation to sale-and-leaseback of infrastructure	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
11	to consider and approve non-recourse factoring transaction on creditor's right under finance lease	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%

SPECIAL RESOLUTIONS		Number of votes and percentage of the total voting shares (%)		
		For	Against	Abstain
12	to consider and approve the Amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
13	to consider and approve the general mandate to issue debt financing instruments	10,486,222,063 100.000000%	0 0.000000%	0 0.000000%
<b>AS REPORTING DOCUMENTS</b>				
14	to receive the special report on connected transactions of the board of directors for the year 2018	N/A	N/A	N/A
15	to receive the report on performance appraisal of directors, supervisors and senior management members of the board of supervisors for the year 2018	N/A	N/A	N/A

The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions or abstain from voting at the 2018 AGM was 12,642,380,000 Shares, which was the total number of issued Shares as at the date of the 2018 AGM. Shareholders and authorized proxies holding aggregate 10,486,222,063 Shares were present at the 2018 AGM. CDB, the Controlling Shareholder of the Company and its associates, which hold 8,141,332,869 Shares of the Company in total, representing approximately 64.40% of the total issued Shares of the Company as at the date of the 2018 AGM, have material interest in the New Financing Service Framework Agreement, New Deposit Service Framework Agreement, New Debt Financing Instruments Investment Framework Agreement and the transactions contemplated thereunder. Accordingly, CDB and its associates have abstained from voting in respect of the ordinary resolution No. 6 at the 2018 AGM.

Save as disclosed above, no party has stated its intention in the Circular and the Supplemental Circular that it would vote against any resolution or abstain from voting at the 2018 AGM. To the best knowledge, information and belief of the Directors, there was no restriction on any Shareholder casting votes on any of the proposed resolutions at the 2018 AGM. Save as disclosed above, 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 any of the resolutions at the 2018 AGM under the Listing Rules. The convening of the 2018 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 2018 AGM.

### **APPOINTMENT OF AUDITORS FOR THE YEAR 2019**

Reference is made to the announcement of the Company dated 5 June 2019 in relation to proposed change of auditors. The Board announces that Shareholders duly approved to engage Ernst & Young Hua Ming LLP (issuance of audit report in accordance with the PRC standards) and Ernst & Young (issuance of audit report in accordance with the international standards) as the auditors of the Company for the year 2019 at the 2018 AGM. The term of appointment will last till the date of the resolution in relation to the appointment of auditors for the year being considered and approved at the 2019 annual general meeting of the Company, and it is agreed to approve the authorization to the management to determine the service fees in accordance with the auditors' service scope, workload and other factors.

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

## PAYMENT OF FINAL DIVIDEND

### Final Dividend

The resolution in relation to profit distribution plan for the year 2018 was duly approved by Shareholders at the 2018 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 2018 is RMB0.8923 per 10 Shares (inclusive of tax). The net profit of the Group at the end of 2018 amounted to RMB2.507 billion, and the total amount of profit distribution amounted to RMB1,128,079,567.40, which accounted for 45% of the net profit of the Group for the year 2018. 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 2018 AGM (i.e. HK\$1 = RMB0.878494). As such, the final dividend per H Share amounted to HK\$0.10157 (inclusive of tax). The final dividend is currently expected to be paid on Friday, 9 August 2019 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 10 July 2019.

For determining the entitlement of the Shareholders to the final dividend for the year 2018, the register of members of the Company will be closed from Friday, 5 July 2019 to Wednesday, 10 July 2019, 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 Wednesday, 10 July 2019 are entitled to the final dividend for the year 2018. In order to be entitled to the final dividend for the year 2018, 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 Thursday, 4 July 2019.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent of H Share dividends (the "**Receiving Agent**"), who will pay the declared dividend to the Receiving Agent for their onward payment to holders of H Shares. The Receiving Agent will pay the cash dividend, and 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 Friday, 9 August 2019 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. 45 (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. 60 [2015] of the State Administration of Taxation) (《國家稅務總局關於發佈〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》(國家稅務總局公告2015年第60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 2018 H Shares 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 Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of 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 domestic 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 investors of the Company. 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.
2. For dividends received by domestic enterprise 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 domestic enterprise 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 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.**  
**WANG Xuedong**  
*Chairman*

Shenzhen, the PRC, 28 June 2019

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