

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

DISCLOSEABLE TRANSACTIONS IN RELATION TO THE ACQUISITION OF THREE AIRCRAFT

The board of directors (the “**Board**”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) is pleased to announce that CDB Aviation Lease Finance DAC (“**CDBALF**”), a wholly-owned subsidiary of the Company, has entered into two sale and purchase agreements (the “**Sale and Purchase Agreements**”) with AWAS Ireland Leasing Four Limited (the “**Seller**”) on 30 June 2021, pursuant to which CDBALF has agreed to purchase (through its wholly-owned subsidiary or nominee) two (2) Boeing 737-MAX8 aircraft through the acquisition of the beneficial interest in each trust established over the aircraft from the Seller (the “**Current Transaction**”).

Within the past twelve months, CDBALF entered into a sale and purchase agreement with the Seller on 28 June 2021, pursuant to which CDBALF has agreed to purchase (through its wholly-owned subsidiary or nominee) one (1) Boeing 737-MAX8 aircraft through the acquisition of the beneficial interest in a trust established over such aircraft from the Seller (the “**Previous Transaction**”).

As the highest applicable percentage ratio regarding the Previous Transaction is less than 5%, the Previous Transaction did not constitute a discloseable transaction of the Company under Chapter 14 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and was exempt from the announcement, circular and/or shareholders’ approval requirements set out in Chapter 14 of the Listing Rules. As the Seller of the Current Transaction and the Previous Transaction is the same party, according to Rule 14.22 of the Listing Rules, the Current Transaction is required to be aggregated with the Previous Transaction. As the highest applicable percentage ratio (as defined in the Listing Rules) for the Current Transaction and the Previous Transaction (together, the “**Transactions**”) exceeds 5% on an aggregation basis but is less than 25%, the Transactions constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules and are subject to the announcement requirement under Rule 14.34 of the Listing Rules.

* *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.*

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 14.34 of the Listing Rules, on the condition that the Company will comply with the requirements under Rule 14.33C of the Listing Rules.

The waiver was applied and granted on the following basis: (i) the Company has fulfilled the qualification criteria for a Qualified Aircraft Lessor as set out in Rule 14.04(10E) of the Listing Rules; (ii) the Company believes that the acquisition of the beneficial interest in a trust established over each aircraft (as contemplated by the Transactions) is, in all relevant respects, equivalent to the direct acquisition of each aircraft itself. Each trust has been established only in respect of the relevant aircraft itself and the only assets and liabilities of each trust are the relevant aircraft and other assets and liabilities in connection with the ownership and leasing of the aircraft. There is no difference in the accounting treatment and the basis of determination of the consideration for the direct acquisition of an aircraft versus an acquisition of the beneficial interest; (iii) if the Company is required to fully disclose the Transactions pursuant to Rule 14.34 of the Listing Rules, it will have to disclose proprietary and commercially sensitive information, which would adversely affect the business operation of the Company and would be unduly burdensome for the Company and not in the best interests of the Company or its shareholders as a whole; (iv) the waiver will not compromise investor protection as (a) the Company's business is strictly regulated by the China Banking and Insurance Regulatory Commission and the Company should comply with all applicable regulatory requirements; (b) the Company has the relevant expertise in the aircraft leasing industry to conduct the Transactions; and (c) investors and analysts are focussed on a lessor's portfolio of aircraft itself, rather than on the transaction structure used to acquire or dispose of any aircraft in that portfolio; and (v) the Company confirms it will fulfil the requirements under Rule 14.33C of the Listing Rules in relation to the Transactions: (a) the Transactions are undertaken by the Company, as a Qualified Aircraft Lessor, in its ordinary and usual course of business; (b) the Board has confirmed that the Transactions are entered into by the Company, through the Buyer, in its ordinary and usual course of business and on normal commercial terms; and (c) the Board has confirmed that the terms of the Transactions are fair and reasonable and in the interests of the Company and its shareholders as a whole; and (d) the Company will comply with the disclosure requirements under Rule 14.33D of the Listing Rules.

The details of the Transactions are summarized as follows:

Dates

28 June 2021 and 30 June 2021.

Aircraft under the Transactions

Three (3) Boeing 737-MAX8 aircraft

Parties

“Buyer” CDBALF or a wholly-owned subsidiary or nominee of CDBALF, which are principally engaged in the business of aircraft leasing. CDBALF is a wholly-owned subsidiary of the Company. The principal business of the Company includes providing comprehensive leasing services to high-quality customers in industries including aviation, infrastructure, shipping, inclusive finance, new energy and high-end equipment manufacturing.

“Seller” AWAS Ireland Leasing Four Limited, which is principally engaged in the business of aircraft leasing. The Seller is an indirect subsidiary of Dubai Aerospace Enterprise (DAE) Ltd (“DAE”), which is a global aviation services company headquartered in Dubai. DAE serves over 170 airline customers in over 65 countries. DAE’s award-winning aircraft leasing division has an owned, managed, committed and mandated to manage fleet of approximately 425 Airbus, ATR and Boeing aircraft with a fleet value exceeding US\$16 billion.

To the best of the Company’s directors’ knowledge, information and belief, having made all reasonable enquiries, the Seller and its ultimate beneficial owner are third parties independent of the Company and its connected persons under the Listing Rules.

Delivery Term

The aircraft under the Previous Transaction was delivered to CDBALF on 28 June 2021. CDBALF expects to take delivery of the aircraft under the Current Transaction by 1 July 2021.

The Board hereby confirms that, (i) the Company has fulfilled the qualification criteria for a Qualified Aircraft Lessor as set out in Rule 14.04(10E) of the Listing Rules; (ii) the Transactions are entered into by the Company, through the Buyer, in its ordinary and usual course of business and on normal commercial terms; and (iii) the terms of the Transactions are fair and reasonable and in the interests of the Company and its shareholders as a whole.

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

Shenzhen, the PRC
30 June 2021

As at the date of this announcement, 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 and Mr. WANG Bangyi; and the independent non-executive directors of the Company are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.