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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)

APPOINTMENT OF MS. MA HONG AS AN EXECUTIVE DIRECTOR OF THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

The 2021 First Extraordinary General Meeting will be held at 10:00 a.m. on Tuesday, 31 August 2021 at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC.

A proxy form for use at the 2021 First Extraordinary General Meeting has been dispatched on 15 July 2021 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 such meeting, you are reminded to complete and return the corresponding proxy forms in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours (i.e. 10:00 a.m. on Monday, 30 August 2021) before the respective time fixed for holding such meeting or at any adjournment thereof. Completion and return of the proxy form will not preclude you from attending such meeting and voting in person if you so wish. Shareholders who intend to attend such meeting in person or by proxy should complete and return the reply slip dispatched on 15 July 2021 in accordance with the instructions printed thereon on or before Tuesday, 10 August 2021.

* *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.*

11 August 2021

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DEFINITIONS

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

“2021 First Extraordinary General Meeting”	the 2021 first extraordinary general meeting of the Company to be held at 10:00 a.m. on Tuesday, 31 August 2021 at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
“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 the 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
“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
“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
“Group”	the Company and its subsidiaries

DEFINITIONS

“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
“Latest Practicable Date”	6 August 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PRC Company Law”	the Company Law of the People’s Republic of China
“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
“%”	percent

LETTER FROM THE BOARD



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. Peng Zhong (*Vice Chairman*)

Mr. Huang Min

Non-executive Directors:

Mr. Li Yingbao

Mr. Wang Bangyi

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

11 August 2021

To the Shareholders

Dear Sir or Madam,

**APPOINTMENT OF MS. MA HONG AS AN EXECUTIVE DIRECTOR OF
THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

INTRODUCTION

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

At the 2021 First Extraordinary General Meeting, an ordinary resolution will be proposed to consider and approve the appointment of Ms. MA Hong as an executive Director of the second session of the Board of Directors of the Company.

LETTER FROM THE BOARD

APPOINTMENT OF MS. MA HONG AS AN EXECUTIVE DIRECTOR OF THE SECOND SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

An ordinary resolution will be proposed at the 2021 First Extraordinary General Meeting to approve the appointment of Ms. MA Hong as an executive Director of the second session of the Board of Directors of the Company.

The Board has considered and approved at its meeting held on 15 July 2021 that Ms. MA Hong (“**Ms. MA**”) has been nominated as an executive director candidate of the Company, with a term commencing from approval of her qualification for directorship by the CBIRC Shenzhen Office until the expiry of the term of the second session of the Board. Directors may offer themselves for re-election upon expiry of their terms.

The appointment of Ms. MA is subject to consideration and approval at the 2021 First Extraordinary General Meeting and approval of her qualification by the CBIRC Shenzhen Office.

Biographical details of Ms. MA required to be disclosed in accordance with Rule 13.51(2) of the Listing Rules are as follows:

Ms. MA Hong, aged 53, is a senior engineer and joined the Company in May 2021. Ms. MA joined China Development Bank in March 1994 and successively served as a clerk, deputy division head and division head. She successively served as the deputy head of the planning bureau and vice president of the Beijing Branch of China Development Bank from 2010 to 2017, and successively served as the president of the Shanxi Branch and president of the Beijing Branch of China Development Bank from May 2017 to May 2021. Ms. MA graduated from the polymer department of Beijing Institute of Chemical Technology (北京化工學院) (currently known as Beijing University of Chemical Technology (北京化工大學)) with a bachelor’s degree of engineering in polymer chemical engineering in July 1990.

According to the Remuneration Plans of China Development Bank Financial Leasing Co., Ltd. (《國銀金融租賃股份有限公司薪酬方案》), Ms. MA’s target remuneration will comprise basic annual salary, allowance, performance bonus, five categories of social insurance and one housing fund, enterprise annuity, etc., which will be covered by her service contract and is estimated to be approximately RMB1.61 million per year. The performance bonus will be determined based on the assessment of her annual performance. The five categories of social insurance and one housing fund will be paid in accordance with relevant policies of Shenzhen. The enterprise annuity will be paid in accordance with the Company’s enterprise annuity plan. As such, the remuneration ultimately received by Ms. MA is subject to adjustment. The actual amount payable to Ms. MA as a Director of the Company will be determined after the end of each year and disclosed in the Company’s annual report. In addition, Ms. MA will not receive other remunerations for her other capacities in the Company.

LETTER FROM THE BOARD

Save as disclosed above, Ms. MA confirms that, as at the Latest Practicable Date: (1) she has not held any other directorships in other listed public companies in the past three years, and she does not hold any other major appointments or professional qualifications; (2) she does not hold any position in the Company or any of its subsidiaries; (3) she does not have any relationships with any Directors, Supervisors, senior management, substantial shareholders or controlling Shareholders of the Company and any of its subsidiaries; (4) she does not hold any interest in the Shares within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance; and (5) there is no other information subject to disclosure pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to her appointment that needs to be brought to the attention of the Shareholders.

If Ms. MA is elected as an executive Director of the Company at the 2021 First Extraordinary General Meeting and obtains the approval of qualification for directorship from the CBIRC Shenzhen Office, the Company will enter into a service contract with her.

2021 FIRST EXTRAORDINARY GENERAL MEETING

Notice of the 2021 First Extraordinary General Meeting to be held at 10:00 a.m. on Tuesday, 31 August 2021 at 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 15 July 2021.

For determining the entitlement of the Shareholders to attend the 2021 First Extraordinary General Meeting, the register of members for H Shares will be closed from Sunday, 1 August 2021 to Tuesday, 31 August 2021 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Tuesday, 31 August 2021 are entitled to attend and vote at the 2021 First Extraordinary General Meeting. Holders of H Shares who wish to attend the 2021 First Extraordinary General Meeting 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 Friday, 30 July 2021.

PROCEDURES FOR VOTING AT THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

According to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the 2021 First Extraordinary General Meeting will be taken by poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the view that all the resolution to be proposed at the 2021 First Extraordinary General Meeting to be considered and approved by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favor of the resolution to be proposed at the 2021 First Extraordinary General Meeting.

By order of the Board

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

LIU Yi

Joint Company Secretary