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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)

**PROPOSED ELECTION OF MEMBERS OF THE THIRD SESSION OF THE
BOARD OF DIRECTORS
AND
APPOINTMENT OF PRESIDENT**

**PROPOSED ELECTION OF MEMBERS OF THE THIRD SESSION OF THE BOARD OF
DIRECTORS**

References are made to the announcements of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) dated 31 October 2022 and 10 August 2023 in relation to, among others, the postponed election of the board of directors (the “**Directors**”) of the Company (the “**Board of Directors**”) and the proposed election of the members of the third session of the Board of Directors.

The Board of Directors has considered and approved at its meeting held on 31 August 2023 that Mr. JIN Tao has been nominated as an executive Director candidate of the third session of the Board of Directors; and Mr. WANG Guiguo has been nominated as an independent non-executive Director candidate of the third session of the Board of Directors. The abovementioned Director candidates (the “**Director Candidates**”) have respectively confirmed that they have no disagreement in respect of the nomination.

Biographical details of the Director Candidates required to be disclosed in accordance with Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) are set out in the Appendix to this announcement. Save as disclosed herein, each Director Candidate has confirmed that, as of the date of this announcement: (1) he has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and he does not hold any other major appointments and professional qualifications; (2) he does not hold any position in the Company and any of its subsidiaries; (3) he does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; (4) he does not hold any interest in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance; and (5) there is no other information to be disclosed 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 his appointment that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

* *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 term of the third session of the Board of Directors shall be three years, effective from the date of consideration and approval at the general meeting. Each of the newly elected Directors will report to the National Financial Regulatory Administration Shenzhen Office (國家金融監督管理總局深圳監管局) for approval of his Director's qualification, and his term of office shall be effective from the date of approval of the National Financial Regulatory Administration Shenzhen Office to the date of expiry of the third session of the Board of Directors. In order to ensure normal operation of the Board of Directors, prior to the duly performance of duties by the Directors of the third session of the Board of Directors, Directors of the second session of the Board of Directors shall continue performing the duties as Directors prudently by complying with the requirements of the laws, administrative regulations, normative documents and the Articles of Association of China Development Bank Financial Leasing Co., Ltd..

If each of the Director Candidates is elected as a Director at the general meeting of the Company and obtains the approval of Director's qualification from the National Financial Regulatory Administration Shenzhen Office, the Company will enter into service contracts with them. During their terms of office, the Director Candidates 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》) and the Remuneration Plan for Directors (《董事薪酬方案》). The Company will disclose the remuneration and allowance of Directors in annual report every year.

The nomination of the remaining Director Candidates of the third session of the Board of Directors is still under active preparation. The Company will seek suitable candidates and will make further announcement as and when appropriate.

A circular which includes, among other things, the information in relation to the above proposed election and a supplemental notice of the general meeting of the Company will be dispatched to the Shareholders as soon as reasonable and practicable.

APPOINTMENT OF PRESIDENT

On the same day, the Board of Directors considered and approved that Mr. JIN Tao has also been appointed as the president of the Company, his appointment is subject to the approval of the National Financial Regulatory Administration Shenzhen Office and the term of office shall end until dismissal or another appointment by the Board of Directors. He may serve consecutive terms if he is re-elected upon expiration of his term of office.

Please refer to the disclosures set out in this announcement about the remuneration and biographical details of, and confirmations by, Mr. JIN Tao.

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

Shenzhen, the PRC
31 August 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.

APPENDIX

BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

Executive Director Candidate

Mr. JIN Tao

Mr. JIN Tao, aged 56, joined the Company in July 2023 and is currently the deputy secretary of the Party Committee of the Company. Mr. JIN Tao joined China Development Bank (“CDB”) in May 1997 and successively held various positions including the officer, the deputy director and the director; from July 2006 to October 2010, he was the vice president of the Ningxia Branch of CDB; from October 2010 to April 2015, he was the deputy director of the International Cooperation Business Bureau of CDB; from April 2015 to April 2017, he was the chief representative of the Cairo Representative Office of CDB; from April 2017 to August 2019, he was the director of the U.S.-Africa Business Department of the International Cooperation Business Bureau of CDB; from August 2019 to March 2021, he successively served as the director and the general manager of the Third Bureau for International Cooperation of the International Finance Department of CDB; from March 2021 to July 2023, he successively served as the deputy secretary of the Party Committee and the chairman of the board of supervisors of China-Africa Development Fund Co., Ltd.; and since July 2023, he has been the deputy secretary of the Party Committee of the Company.

Mr. JIN Tao graduated from Chengdu University of Science and Technology in July 1967 and obtained a bachelor’s degree in engineering, majoring in water conservancy and hydropower engineering construction.

Independent Non-executive Director Candidate

Mr. WANG Guiguo

Mr. WANG Guiguo, aged 71. Mr. WANG Guiguo was a consultant in the Los Angeles office of Paul, Hastings, Janofsky & Walker in the United States from May 1984 to March 1986, a consultant in the Hong Kong office of Mayer Brown from March 1986 to August 1987, a consultant in the Vancouver office of Blake, Cassels & Graydon and Stikeman Elliott in Canada from December 1989 to August 1990, and concurrently served as a consultant of Beijing No. 7 Law Firm from August 1987 to December 1990. From August 1987 to January 1991, he was an associate professor at the Department of Law, Peking University; from January 1991 to July 2013, he successively served as the principal lecturer at the Department of Law, the professor and the dean of the Faculty of Law of the City University of Hong Kong (formerly known as City Polytechnic); from August 2013 to August 2015, he was the director of the Centre for Judicial Education and Research of the City University of Hong Kong; from August 2015 to December 2020, he was the chair professor of Eason-Weinmann on International and Comparative Law at the Tulane University Law School in the United States; since September 2015, he has been the professor, the doctoral supervisor and the senior professor of Liberal Arts at the Zhejiang University Guanghua Law School; since May 2016, he has been the director of the International Academy of the Belt and Road (Hong Kong); and since October 2017, he has been the president of Zhejiang University Academy of International Strategy and Law.

Mr. WANG Guiguo graduated from Beijing Foreign Language Institute (currently known as Beijing Foreign Studies University) majoring in English in July 1979, and obtained a bachelor's degree in literature; graduated from Columbia University in the United States majoring in law in August 1982, and obtained a master's degree in law; and graduated from Yale University in the United States majoring in law in June 1984, and obtained a PhD degree in law.