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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)

RESIGNATIONS OF NON-EXECUTIVE DIRECTORS AND

NOMINATION OF NON-EXECUTIVE DIRECTOR CANDIDATES

RESIGNATIONS OF NON-EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) hereby announces that Mr. LI Yingbao (“**Mr. LI**”) resigned as a non-executive director of the Company, a member of the Strategic Decision Committee, a member of the Risk Management and Internal Control Committee, a member of the Audit Committee and a member of the Remuneration Committee of the Board as he has reached the retirement age; Mr. YANG Guifang (“**Mr. YANG**”) resigned as a non-executive director of the Company, a member of the Related Party Transaction Control Committee and a member of the Risk Management and Internal Control Committee of the Board due to change of work arrangements. Pursuant to the requirements of the articles of association of China Development Bank Financial Leasing Co., Ltd. (the “**Articles of Association**”), the resignations of Mr. LI and Mr. YANG have become effective on 31 October 2023.

Mr. LI and Mr. YANG have confirmed that they have no disagreement with the Board and there are not any other matters relating to their resignations that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

During the period when Mr. LI and Mr. YANG acted as non-executive directors of the Company, Mr. LI and Mr. YANG performed their jobs with diligence and dedication. They wholeheartedly safeguarded the interests of the Company and its Shareholders. The Board would like to take this opportunity to express its sincere gratitude to Mr. LI and Mr. YANG for their valuable contributions to the development of the Company during their terms of office.

* *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.*

NOMINATION OF NON-EXECUTIVE DIRECTOR CANDIDATES

The Board is pleased to announce that the Board has considered and approved at its meeting held on 31 October 2023 that Mr. ZHANG Kesheng (“**Mr. ZHANG**”) and Mr. LIU Xipu (“**Mr. LIU**”) have been nominated as the non-executive director candidates of the Company. Mr. ZHANG and Mr. LIU have confirmed that they have no disagreement in respect of the nomination. The appointments of Mr. ZHANG and Mr. LIU shall take effect upon obtaining the approval at the general meeting of the Company and from the date of approval of their qualifications for directorship by the Shenzhen Office of the National Administration of Financial Regulation (the “**NAFR Shenzhen Office**”), to the date of expiry of the term of the third session of the Board. Mr. ZHANG and Mr. LIU may serve consecutive terms if they are re-elected upon expiration of their terms of office as non-executive directors of the Company. In order to ensure the normal operation of the Board, prior to the formal appointments of the newly elected directors, the original directors shall continue to conscientiously perform their duties in accordance with the requirements of the laws, administrative regulations, regulatory documents and the Articles of Association.

If the general meeting of the Company agrees to elect Mr. ZHANG and Mr. LIU as non-executive directors of the third session of the Board and the NAFR Shenzhen Office approves their qualifications for directorship, the Board will agree that Mr. ZHANG shall serve as a member of the Strategic Decision Committee, a member of the Risk Management and Internal Control Committee, a member of the Audit Committee and a member of the Remuneration Committee of the third session of the Board, and Mr. LIU shall serve as a member of the Related Party Transaction Control Committee and a member of the Risk Management and Internal Control Committee of the third session of the Board. The tenure of their appointments shall take effect from the date of approval of their qualifications for directorship by the NAFR Shenzhen Office to the date of expiry of the term of the third session of the Board.

Pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), biographical details of Mr. ZHANG and Mr. LIU are set out in the Appendix of this announcement. Save as disclosed herein, Mr. ZHANG and Mr. LIU confirm that, as at the date of this announcement: (1) they have not held any other directorships in other public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years, and they do not hold any other major appointments or professional qualifications; (2) they do not hold any position in the Company or any of its subsidiaries; (3) they do not have any relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company and any of its subsidiaries; (4) they do 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 their appointments that needs to be brought to the attention of the Shareholders.

If Mr. ZHANG and Mr. LIU are elected as non-executive directors of the Company at the general meeting of the Company and obtain the approval of their qualifications for directorship by the NAFR Shenzhen Office, the Company will enter into service contracts with them. They will receive their remuneration or allowances during their terms of office in accordance with the Administrative Measures of 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 directors’ remuneration or allowances in its annual report each year.

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

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

Shenzhen, the PRC
31 October 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 NON-EXECUTIVE DIRECTOR CANDIDATES

Mr. ZHANG Kesheng (張克升), aged 51. Mr. ZHANG Kesheng joined China Development Bank in July 1998 and successively served as a cadre and a clerk of the account management division of the Finance and Accounting Bureau, and a clerk of the business department of Taiyuan Branch of China Development Bank; successively served as a clerk and the deputy head of the fixed assets management division, the deputy head of the financial management division, the head of capital management division, and the head of financial planning division of the Finance and Accounting Bureau of China Development Bank from June 2001 to December 2017; and successively served as a committee member of the Communist Party, the secretary to the Disciplinary Committee and vice president of Liaoning Branch of China Development Bank from December 2017 to November 2022. He has been serving as the deputy general manager of the market and investment department of China Development Bank since November 2022.

Mr. ZHANG Kesheng graduated from China Coal Economic College (now known as Shandong Technology and Business University) in September 1995, majoring in statistics, and obtained a bachelor's degree in economics; and graduated from Central University of Finance and Economics in July 1988, majoring in accounting, and obtained a master's degree in economics.

Mr. LIU Xipu (劉希普), aged 52. Mr. LIU Xipu successively served as a securities financing assistant, business manager and business senior manager of the capital operation department of China Yangtze Power Co., Ltd. from July 2004 to August 2011; successively served as the deputy head and the head of the capital market division of the capital operation department of China Three Gorges Corporation from August 2011 to June 2015; and successively served as the head of the treasury division of the assets and finance department, the head of the financing management department of the capital finance management center and the deputy director of the capital finance management center of China Three Gorges Corporation and the chief accountant of Shanghai Investigation, Design & Research Institute Co., Ltd. from June 2015 to March 2023. He has been serving as the chairman of Three Gorges Finance (HK) Limited since March 2023.

Mr. LIU Xipu graduated from Ocean University of China in July 1993 with a bachelor's degree in economics; graduated from the Research Institute for Fiscal Science of the Ministry of Finance (now known as Chinese Academy of Fiscal Sciences) in February 2001 with a master's degree in finance; and graduated from Tongji University in July 2004 with a doctoral degree in management.