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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)

**RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NON-COMPLIANCE WITH REQUIREMENTS UNDER THE
LISTING RULES**

Reference is made to the announcement of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) dated 23 January 2025 in relation to, the resignation of Mr. LI Haijian (“**Mr. LI**”) as an independent non-executive director of the Company, the chairman of the Remuneration Committee, the chairman of the Nomination Committee, a member of the Audit Committee, a member of the Strategic Decision Committee, a member of the Related Party Transaction Control Committee and a member of the Social Responsibility and Consumer Rights Protection Committee of the board of directors of the Company (the “**Board**”) due to change of work arrangements. Due to special requirements of work arrangements, Mr. LI is unable to continue performing his duties before the official appointment of the newly elected independent non-executive director of the Company. His resignation takes effect on 7 May 2025.

Mr. LI has confirmed that he has no disagreement with the Board and there are not any other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

**NON-COMPLIANCE WITH REQUIREMENTS UNDER RULES 3.10(1), 3.25 AND 3.27A
OF THE LISTING RULES**

Pursuant to Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), every board of directors of a listed issuer must include at least three independent non-executive directors. Upon the resignation of Mr. LI, the number of independent non-executive directors of the Company falls below three, resulting in a non-compliance with the minimum requirement as prescribed under Rule 3.10(1) 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.*

Pursuant to Rule 3.25 of the Listing Rules, an issuer must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors. Upon the resignation of Mr. LI, the chairman of the Remuneration Committee of the Board falls vacant and the Remuneration Committee comprises an executive director, a non-executive director and two independent non-executive directors, which fails to comply with the requirements under Rule 3.25 of the Listing Rules.

Pursuant to Rule 3.27A of the Listing Rules, an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors. Upon the resignation of Mr. LI, the chairman of the Nomination Committee of the Board falls vacant, resulting in a non-compliance with the requirements as prescribed under Rule 3.27A of the Listing Rules.

In order to comply with the Listing Rules, the Company will make its best endeavor to identify suitable candidate to fill the casual vacancy for the position of independent non-executive director of the Company as soon as possible within three months from the effective date of resignation of Mr. LI pursuant to Rules 3.11 and 3.27 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

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

Shenzhen, the PRC
7 May 2025

As at the date of this announcement, the executive directors of the Company are Ms. MA Hong and Mr. JIN Tao; the non-executive directors are Mr. ZHANG Kesheng and Mr. ZHANG Chuanhong; and the independent non-executive directors are Mr. LIU Ming and Mr. WANG Guiguo.