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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)

**POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018
APPOINTMENTS OF EXECUTIVE DIRECTOR AND EXTERNAL SUPERVISOR
AND
EFFECTIVENESS OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) announces that the first extraordinary general meeting of the Company of 2018 (the “**EGM**”) was held on Wednesday, 28 February 2018, at which the resolutions set out in the notice of the EGM were voted by poll and passed. For the details of the resolutions considered at the EGM, please refer to the circular of the EGM of the Company dated 31 January 2018 (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular. The poll results are set out below:

ORDINARY RESOLUTIONS		Number of votes and percentage of the total voting shares (%)		
		For	Against	Abstain
1	To consider and approve the change of registered address of the Company	11,955,403,000 100.000000%	0 0.000000%	0 0.000000%
2	To consider and approve the election of Mr. Peng Zhong as an executive director of the first session of the board of directors of the Company	11,955,403,000 100.000000%	0 0.000000%	0 0.000000%

* *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.*

ORDINARY RESOLUTIONS		Number of votes and percentage of the total voting shares (%)		
		For	Against	Abstain
3	To consider and approve the Implementation Rules for Qualification, Election and Appointment Procedures of Directors and Senior Management of China Development Bank Financial Leasing Co., Ltd.	11,955,403,000 100.000000%	0 0.000000%	0 0.000000%
4	To consider and approve the Amendments to the Rule of Procedures of the Board of Supervisors of China Development Bank Financial Leasing Co., Ltd.	11,955,403,000 100.000000%	0 0.000000%	0 0.000000%
5	To consider and approve the election of Mr. Ma Yongyi as an external supervisor of the Company	11,955,403,000 100.000000%	0 0.000000%	0 0.000000%
6	To consider and approve the Administrative Measures for the Allowances for Supervisors of China Development Bank Financial Leasing Co., Ltd.	11,955,403,000 100.000000%	0 0.000000%	0 0.000000%
SPECIAL RESOLUTION		Number of votes and percentage of the total voting shares (%)		
		For	Against	Abstain
7	To consider and approve the Amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.	11,431,259,000 99.992705%	834,000 0.007295%	0 0.000000%

The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions or abstain from voting at the EGM was 12,642,380,000 Shares, which was the total number of issued Shares as at the date of the EGM. Shareholders and authorized proxies holding in aggregate 11,955,403,000 Shares were present at the EGM.

No party has stated its intention in the Circular that it would vote against any resolution or abstain from voting at the EGM. To the best knowledge, information and belief of the Directors, there was no restriction on any Shareholder casting votes on any of the proposed resolutions at the EGM. There was no Share entitling the Shareholders to attend but abstain from voting in favor of the resolutions as set out in Rule 13.40 of the Listing Rules, and no Shareholders were required to abstain from voting on any of the

resolutions at the EGM under the Listing Rules. The convening of the EGM complied with the relevant laws and regulations of the PRC, the Listing Rules, and the articles of association of the Company. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer for the voting at the EGM.

APPOINTMENTS OF EXECUTIVE DIRECTOR AND EXTERNAL SUPERVISOR

Upon approval at the EGM, Mr. Peng Zhong (“**Mr. Peng**”) was appointed as an executive director of the Company, and Mr. Ma Yongyi (“**Mr. Ma**”) was appointed as an external supervisor of the Company. For biographical details of Mr. Peng and Mr. Ma and other information disclosed in accordance with Rule 13.51(2) of the Listing Rules, please refer to the Circular. As of the date of this announcement, save as disclosed in this announcement, there was no change of such information.

The appointment of Mr. Peng shall take effect upon obtaining the approval of his qualification from the CBRC Shenzhen Office, while the appointment of Mr. Ma is effective from the date of approval at the EGM.

EFFECTIVENESS OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcements of the Company dated 11 January 2018 and 12 January 2018 in relation to the proposed amendments to the Articles of Association. The Board announce that the revised Articles of Association duly approved by the shareholders at the EGM are still subject to approval by the CBRC Shenzhen Office. The Company will publish the revised Articles of Association on the websites of the Company (www.cdb-leasing.com) and the Stock Exchange (www.hkex.com.hk) upon such approval.

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

Shenzhen, the PRC
28 February 2018

As at the date of this announcement, the executive directors of the Company are Mr. WANG Xuedong and Mr. HUANG Min; the non-executive directors are Mr. GENG Tiejun, Ms. LIU Hui and Mr. LI Yingbao; and the independent non-executive directors are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.