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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)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF A PORTFOLIO OF TWELVE AIRCRAFT

The board of directors (the “**Board**”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) is pleased to announce that CDB Aviation Lease Finance DAC (the “**Buyer**” or “**CDBALF**”), a wholly-owned subsidiary of the Company has entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) with the affiliates of Pembroke Capital Limited (the “**Sellers**”) on 4 December 2018, pursuant to which CDBALF has agreed to purchase a portfolio of ten aircraft from the Seller. The Buyer also intends to purchase additional two aircraft under the portfolio from the Sellers and will enter into the sale and purchase agreement (the “**Proposed Agreement**”) in due course.

Pursuant to Chapter 14 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), as the highest applicable percentage ratio for the transaction under the Sale and Purchase Agreement and the Proposed Agreements (the “**Transaction**”) exceed 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. Nevertheless, as the Transaction constitutes a Qualified Aircraft Leasing Activity (as defined in the Listing Rules), the Transaction is exempt from the announcement, circular and/or shareholders’ approval requirements, provided that the conditions set out in Rule 14.33C of the Listing Rules are fulfilled.

* *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 details of the Transaction are summarized as follows:

Date

4 December 2018

Portfolio under the Transaction

A portfolio of five A320–200 aircraft, two A321–200 aircraft and five B737–800 aircraft.

Parties

“Buyer” CDBALF, which is principally engaged in aircraft leasing. It is a wholly-owned subsidiary of the Company. The principal business of the Company includes providing comprehensive leasing services to high-quality customers in industries including aviation, infrastructure, shipping, commercial vehicle and construction machinery.

“Sellers” certain affiliates of Pembroke Capital Limited, which are principally engaged in aircraft leasing activities.

To the best of the directors’ knowledge, information and belief, having made all reasonable enquiries, the Sellers and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Delivery Term

CDBALF expects to take delivery of the portfolio under the Transaction by the end of March 2019.

The Board hereby confirms that, (i) the Company has fulfilled the qualification criteria for a Qualified Aircraft Lessor as set out in Rule 14.04(10E) of the Listing Rules; (ii) the Transaction is entered into by the Company, through the Buyer, in its ordinary and usual course of business and on normal commercial terms; and (iii) the terms of the Transaction are fair and reasonable and in the interests of the Company and its shareholders as a whole.

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

Shenzhen, the PRC
4 December 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 director of the Company is Mr. LI Yingbao; and the independent non-executive directors of the Company are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.