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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Development Bank Financial Leasing Co., Ltd. (國銀金融租賃股份有限公司), you should at once hand this circular, the proxy form and the reply slip to the purchaser or transferee or to the bank or stockbroker or other licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**ANNUAL REPORT FOR THE YEAR 2016**  
**FINAL FINANCIAL REPORT FOR THE YEAR 2016**  
**REPORT OF FINANCIAL BUDGET FOR THE YEAR 2017**  
**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2016**  
**REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2016**  
**REMUNERATION PACKAGES FOR DIRECTORS AND SUPERVISORS**  
**PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016**  
**GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS**  
**AND**  
**NOTICE OF THE 2016 ANNUAL GENERAL MEETING**

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The 2016 Annual General Meeting will be held at 9:30 a.m. on Wednesday, 31 May 2017 at the Meeting Room, 49/F, New World Center, No. 6009 Yitian Road, Futian District, Shenzhen, Guangdong Province, the PRC.

A proxy form for use at the 2016 Annual General Meeting is enclosed and is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.cdb-leasing.com>). If you intend to appoint a proxy to attend the 2016 Annual General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours (i.e. 9:30 a.m. on Tuesday, 30 May 2017) before the time fixed for holding the 2016 Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the 2016 Annual General Meeting and voting in person if you so wish. Shareholders who intend to attend the 2016 Annual General Meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Thursday, 11 May 2017.

24 April 2017

\* *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.*

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## DEFINITIONS

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*Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:*

“2016 Annual General Meeting”	the 2016 annual general meeting of the Company to be held at 9:30 a.m. on Wednesday, 31 May 2017 at the Meeting Room, 49/F, New World Center, No. 6009 Yitian Road, Futian District, Shenzhen, Guangdong Province, the PRC
“Articles of Association” or “Articles”	the Articles of Association of the Company (as amended from time to time)
“Board” or “Board of Directors”	the board of directors of our Company
“Board of Supervisors”	the board of supervisors of our Company
“Company”, “our Company” or “the Company”	China Development Bank Financial Leasing Co., Ltd., a joint stock limited company incorporated in the PRC on 25 December 1984, the H Shares of which are listed on the Stock Exchange with the stock code of 1606
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) contained in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PBOC”	the People’s Bank of China, the central bank of the PRC

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## DEFINITIONS

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“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including H share(s) and domestic share(s)
“Shareholder(s)”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“%”	percent

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## LETTER FROM THE BOARD

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# 国银租赁

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)**

*Executive Directors:*

Mr. Wang Xuedong (*Chairman*)

Mr. Fan Xun (*Vice Chairman*)

Mr. Huang Min

*Non-executive Directors:*

Mr. Geng Tiejun

Ms. Liu Hui

Mr. Li Yingbao

*Independent Non-executive Directors:*

Mr. Zheng Xueding

Mr. Xu Jin

Mr. Zhang Xianchu

*Registered Office:*

50–52/F New World Center

No. 6009 Yitian Road

Futian District

Shenzhen

Guangdong Province

PRC

*Principal Place of Business in Hong Kong:*

36/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

24 April 2017

*To the Shareholders*

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2016  
FINAL FINANCIAL REPORT FOR THE YEAR 2016  
REPORT OF FINANCIAL BUDGET FOR THE YEAR 2017  
REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2016  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2016  
REMUNERATION PACKAGES FOR DIRECTORS AND SUPERVISORS  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016  
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS  
AND  
NOTICE OF THE 2016 ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the 2016 Annual General Meeting and to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the 2016 Annual General Meeting as described below.

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## LETTER FROM THE BOARD

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At the 2016 Annual General Meeting, ordinary resolutions will be proposed to (i) consider and approve the annual report for the year 2016; (ii) consider and approve the final financial report for the year 2016; (iii) consider and approve the report of financial budget for the year 2017; (iv) consider and approve the report of the Board of Directors for the year 2016; (v) consider and approve the report of the Board of Supervisors for the year 2016; (vi) consider and approve the remuneration packages for Directors and Supervisors; and (vii) consider and approve the profit distribution plan for the year 2016; and a special resolution will be proposed to consider and approve the general mandate granted to the Board to issue debt financing instruments.

### **ANNUAL REPORT FOR THE YEAR 2016**

An ordinary resolution will be proposed at the 2016 Annual General Meeting to approve the annual report for the year 2016. Please refer to the Company's annual report for the year 2016 published on 21 April 2017 on the website of the Stock Exchange.

### **FINAL FINANCIAL REPORT FOR THE YEAR 2016**

An ordinary resolution will be proposed at the 2016 Annual General Meeting to approve the final financial report for the year 2016. The audited financial statements which were prepared in compliance with the International Financial Reporting Standards and the auditor's report of the Company for the year 2016 have been set out in the Company's annual report for the year 2016. Please refer to the Company's annual report of the Company for the year 2016 published on 21 April 2017 on the website of the Stock Exchange.

### **REPORT OF FINANCIAL BUDGET FOR THE YEAR 2017**

An ordinary resolution will be proposed at the 2016 Annual General Meeting to approve the financial budget of the Company for the year 2017.

The budget for operating expenses of the Company for the year 2017 is approximately RMB10,003 million, representing an increase of RMB638 million or 6.8% as compared with the year 2016. The budget for additional capital expenses is approximately RMB477 million, in which the construction payment for new office building, informatization expenses and expenditure on purchase and renovation are approximately RMB425 million, RMB38 million and RMB15 million, respectively.

The above budget amounts are only estimated according to the Company's business plans. The actual expenditures for specific business should be charged based on actual price and market conditions.

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## LETTER FROM THE BOARD

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### REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2016

An ordinary resolution will be proposed at the 2016 Annual General Meeting to approve the report of the Board of Directors for the year 2016. Please refer to the report of the Board of Directors as set out in the Company's annual report for the year 2016.

### REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2016

An ordinary resolution will be proposed at the 2016 Annual General Meeting to approve the report of the Board of Supervisors for the year 2016. Please refer to the report of the Board of Supervisors as set out in the Company's annual report for the year 2016.

### REMUNERATION PACKAGES FOR DIRECTORS AND SUPERVISORS

An ordinary resolution will be proposed at the 2016 Annual General Meeting to approve the remuneration packages for Directors and Supervisors.

According to regulations including the Articles of Association, Terms of Reference of the Remuneration Committee of the Board of Directors of China Development Bank Financial Leasing Co., Ltd. (《國銀金融租賃股份有限公司董事會薪酬委員會工作規則》), Management Measures with regards to the Remuneration and Performance Evaluation for Directors, Supervisors and Senior Management of China Development Bank Financial Leasing Co., Ltd. (Trial) (《國銀金融租賃股份有限公司董事、監事和高級管理人員薪酬及績效考核管理辦法(試行)》), and with reference to the remuneration level of the domestic listed company in the same industry and combined with the actual operation of the Company, the remuneration packages have been formulated as follows:

- I. Applicable targets:** Directors and Supervisors
- II. Applicable term of the packages:** Commencing on the date when this resolution is approved at the 2016 Annual General Meeting and ending upon the new remuneration packages are approved.
- III. Remuneration packages**
  - (I) Remuneration package for Directors**

The Company currently has nine Directors, including three executive Directors, three non-executive Directors and three independent non-executive Directors.

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## LETTER FROM THE BOARD

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1. A targeted annual remuneration system is adopted for Chairman of the Board, including basic annual remuneration (fixed remuneration) and performance bonus (variable remuneration). The basic annual remuneration (fixed remuneration) is the annual fixed income, which is determined based on the target annual remuneration by a certain fixed and variable ratio; the performance bonus (variable remuneration) is closely linked to the operating results of the Company, which is determined based on the total amount of target annual remuneration and the basic annual remuneration. The basic annual remuneration is paid on a monthly basis, the performance bonus is calculated and settled after the end of annual evaluation according to the principle of first-review-then-realize, of which 40% of the performance bonus adopted a deferred payment. A cap of the total remuneration is adopted for the Chairman of the Board, the calculation of the cap is determined based on the excessive performance results of the Company and combined with remuneration level in the same industry;
2. Two executive Directors (FAN Xun, president and HUANG Min, vice president) who hold management positions in the Company, receive their remuneration according to their management position;
3. Three non-executive Directors (LIU Hui, LI Yingbao and GENG Tiejun) who do not hold management positions are not entitled to receive remuneration from the Company;
4. The allowance standard of independent non-executive Directors is RMB0.33 million per year (before tax).

### **(II) Remuneration package for Supervisors**

The Company currently has five Supervisors, including two external Supervisors and two employee representative Supervisors.

1. The remuneration of the chairman of the Board of Supervisors is calculated and distributed by the Company, the remuneration structure and the distribution method are identical to the senior management of the Company;
2. Two non-executive Supervisors are not entitled to receive remuneration and allowance from the Company;
3. Two employee representative Supervisors receive their remuneration based on the positions they hold in the Company, They are not entitled to receive remuneration and allowance from the Company in the capacity of Supervisors.



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## LETTER FROM THE BOARD

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### PROFIT DISTRIBUTION PLAN FOR THE YEAR 2016

An ordinary resolution will be proposed at the 2016 Annual General Meeting to approve the profit distribution plan for the year 2016.

Pursuant to the relevant requirements as stipulated in the Company Law of the PRC (the “**Company Law**”) and the Articles of Association, by taking into consideration the needs of capital with respect to Shareholders’ returns and business development, the Board recommended the profit distribution plan for the year 2016 as follows:

1. The net profit of the Group for the year 2016 amounted to RMB1,561,338,670.95; the total amount of profit distribution amounted to RMB702,916,328, which was accounted for 45% of the net profit of the Group for the year 2016.
2. Based on the total share capital of the Company of 12,642,380,000 Shares, the Company proposed to make a dividend distribution of RMB0.556 per 10 Shares (inclusive of tax). (In principle, payments will be made to holders of Domestic Shares in Renminbi and holders of H Shares in Hong Kong dollars. The exchange rate of HK\$ will be the average closing price of RMB against HK\$ announced by the PBOC for the five working days prior to the date of dividend declaration.)

### GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the 2016 Annual General Meeting to approve the general mandate granted to the Board to issue debt financing instruments.

According to the provisions of the Company Law, the Listing Rules and the Articles of Association, in order to broaden financing channels, enhance financing ability and reduce financing costs of the Company, the Board of Directors proposes to issue domestic debt financing instruments (the “**Domestic Debt Financing Instruments**”) and overseas debt financing instruments (the “**Overseas Debt Financing Instruments**”) (collectively referred to as the “**Debt Financing Instruments**”) through one or more offerings. Domestic Debt Financing Instruments will consist of (as the case may be) ordinary bonds (such as financial bonds, private targeted debt instruments, short-term commercial paper, medium-term notes, super short-term commercial paper and other types which can be issued as permitted by regulatory authorities) and asset securitization. Overseas Debt Financing Instruments will consist of (as the case may be) senior unsecured bonds and other types of financing instruments.

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## LETTER FROM THE BOARD

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In order to leverage on the favorable opportunities in the market, the Board of Directors intends to propose at the 2016 Annual General Meeting to grant a general mandate to the Board of Directors to issue Debt Financing Instruments of the Company. Please see details as follows:

### 1. Issuer, Targets and Method of Issuance of Debt Financing Instruments

Issuer: the Company and/or its subsidiaries will be the issuer of the issuance of Domestic Debt Financing Instruments. The Company and/or its overseas subsidiaries will be the issuer of Overseas Debt Financing Instruments.

Targets of issue: the domestic and overseas investors who meet the conditions for the offering and issuance.

Method of issuance: by approval or filing with China Banking Regulatory Commission and other relevant authorities according to relevant regulations, Domestic Debt Financing Instruments are offered on a one-off, multiple issuance or multi-tranche issuance basis to the public within the PRC, or issued under non-public targeted issuance specifically to qualified investors in accordance with relevant regulations. Overseas Debt Financing Instruments are offered through one or more offerings to professional or qualified investors outside the PRC.

### 2. Size of Issuance, Price, Interest Rate and Terms of Debt Financing Instruments

Size of issuance: the size of new issuances will be no more than RMB44.0 billion (inclusive of RMB44.0 billion and calculated based on the aggregate outstanding balance upon issuance of the instruments, and in the case that an issuance is conducted in a foreign currency such amount shall be translated based on the median of the exchange rates as quoted by the PBOC on the date of such issuance) in aggregate, and shall be in compliance with the requirements prescribed in the relevant laws and regulations regarding the maximum amount of the Debt Financing Instruments to be issued.

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## LETTER FROM THE BOARD

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Issuance Price and Interest rate: in case of the issuances of Domestic Debt Financing Instruments, the issuance price and interest rate are determined in accordance with the domestic market condition at the time of the issuance and relevant requirements in relation to the management of the interest rate of Debt Financing Instruments; in case of the issuance of Overseas Debt Financing Instruments, the issuance price and interest rate are determined in accordance with the overseas market conditions at the time of the issuance.

Terms of the Debt Financing Instruments: no longer than 10 years (inclusive of 10 years) with a single term or hybrid with multiple terms.

Listing of the Debt Financing Instruments: the time of listing will be determined depending on the actual condition of the Company and the then domestic and overseas market conditions.

### **3. Security Arrangement of Debt Financing Instruments**

The security arrangement of Debt Financing Instruments is authorized to the Board of Directors and it is agreed that the Board of Directors authorises the operating management to determine such security agreement in accordance with laws.

### **4. Use of Proceeds**

The proceeds to be raised from the issuance of Debt Financing Instruments will be used to satisfy the business and operation needs of the Company, replenish the operating capital of the Company (including but not limited to the repayment of loans and/or investment in business operation).

### **5. Validity Period of the Resolution**

Such resolution regarding the issuance of Debt Financing Instruments passed at the general meeting as well as the general mandate granted to the Board of Directors shall be valid from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of period for the Company's next annual general meeting required to be held under the Articles of Association or other relevant rules or regulations; and

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## LETTER FROM THE BOARD

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- (iii) the revocation or variation of the authority under the above resolution by a special resolution passed at a general meeting of the Company.

Where the Board of Directors has, during the term of the authorization, decided to issue or partially issue Debt Financing Instruments and the Company has obtained the approval, license, filing or registration from the regulatory authorities on the issuance (if applicable), the Company may complete the issuance or relevant partial issuance of Debt Financing Instruments during the validity period of such approval, license, filing or registration confirmation.

### **6. Authorisation for the Issuance of Debt Financing Instruments**

To ensure effective coordination of the issuance of Debt Financing Instruments and specific matters in the issuance processes, the Board of Directors proposes to the general meeting to authorise the Board of Directors and approve the Board of Directors to further authorise the operating management to deal with all matters in relation to the issuance of Debt Financing Instruments in accordance with the relevant laws, regulations and opinions and advices from the regulatory authorities, within the framework and under the principles approved at the general meeting, and in compliance with the general principle of acting in the best interest of the Company, including but not limited to:

- (1) formulating and adjusting the specific plans for the issuance of Debt Financing Instruments in accordance with the applicable laws, regulations and relevant provisions from the regulatory authorities as well as the resolution passed at the Company's general meeting for such purposes, and based on the actual conditions of the Company and the relevant domestic and overseas debt markets, including but not limited to, the appropriate issuer(s), the structure of issuance, the timing of issuance, specific amount and method of issuance, the terms of issuance, targets and duration, whether to issue through one or more offerings or multiple-tranches issuance basis and, if on multiple issuance, multi-tranche issuance or multiple-category issuance basis, the size and term of each issuance, each tranche and each category thereof, the ways in which the nominal value and interest rate are determined, currency (including offshore RMB), pricing method, issuance arrangements, a credit enhancement for the debt financing, comfort letter or keep-well and asset repurchase agreement arrangement, rating arrangement, specific methods of application and subscription, whether to incorporate terms of repurchase or redemption, specific arrangement on non-public targeted issuance, use of proceeds, registration, listing of Debt Financing Instruments and place of listing, measures to mitigate repayment risks, measures to ensure debt repayment and all matters relating to the issuance of Debt Financing Instruments;

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## LETTER FROM THE BOARD

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- (2) determining for the signing, executing, amending and completing all agreements and documents relating to the issuance of Debt Financing Instruments and the granting of relevant credit enhancements for debt instruments, including but not limited to, underwriting agreement, bond indenture, guarantee agreement, comfort letter or keep-well and asset repurchase agreement, engagement letter with agency, trust deed, liquidation management agreement, registration and custody agreement, listing agreement and other legal documents, etc., and disclosing the relevant information in accordance with the relevant laws, regulations and the Listing Rules, including but not limited to the preliminary and final offering memoranda of the debt financing instruments, and all announcements and circulars in relation to the issuance of Debt Financing Instruments;
- (3) selecting and engaging trustee(s), agent(s), underwriter(s) and clearance/settlement manager(s) for the issuance of Debt Financing Instruments, signing the trust agreement(s) and clearance/settlement management agreement(s) and (if applicable) formulating rules for meetings of the holders of the debt financing instruments;
- (4) handling all applications and filings as well as listing matters with regard to the issuance of Debt Financing Instruments, including but not limited to, preparing, revising and submitting relevant application materials relating to the issuance and listings of debt financing instruments, any guarantee, comfort letter or keep-well and asset repurchase agreement to be provided by the Company, the issuer and/or third party(ies), and signing the relevant applications and filing documents and other legal documents;
- (5) except for matters required to be re-voted at the general meeting pursuant to the relevant laws, regulations and the Articles of Association, making relevant adjustments to matters relating to the issuance of Debt Financing Instruments according to the opinions of the regulatory authorities and changes in policies or market conditions, or determining whether to continue with all or part of the work in respect of the issuance of Debt Financing Instruments in accordance with the actual situation;
- (6) dealing with other matters in relation to the issuance of Debt Financing Instruments.

### **2016 ANNUAL GENERAL MEETING**

A notice of the 2016 Annual General Meeting to be held at 9:30 a.m. on Wednesday, 31 May 2017 at the Meeting Room, 49/F, New World Center, No. 6009 Yitian Road, Futian District, Shenzhen, Guangdong Province, the PRC has been published on the website of the Stock Exchange on 13 April 2017 and also set out in this circular.

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## LETTER FROM THE BOARD

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For determining the entitlement of the Shareholders to attend the 2016 Annual General Meeting, the register of members for H Shares will be closed from Monday, 1 May 2017 to Wednesday, 31 May 2017 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Wednesday, 31 May 2017 are entitled to attend and vote at the 2016 Annual General Meeting. Holders of H Shares who wish to attend the 2016 Annual General Meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 28 April 2017.

For determining the entitlement of the Shareholders to the final dividend for the year 2016, the register of members of the Company will be closed from Tuesday, 6 June 2017 to Sunday, 11 June 2017, both days inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Sunday, 11 June 2017 are entitled to the final dividend for the year 2016. In order to be entitled to the final dividend of the year 2016 (subject to the approval of the Shareholders), unregistered holders of H Shares must deposit the transfer documents with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 5 June 2017.

### **PROCEDURES FOR VOTING AT THE 2016 ANNUAL GENERAL MEETING**

According to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the 2016 Annual General Meeting will be taken by poll.

### **RECOMMENDATION**

The Directors are of the view that all proposals as set out in the notice of the 2016 Annual General Meeting to be considered and approved by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favor of the resolutions to be proposed at the 2016 Annual General Meeting.

By order of the Board

**CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.**

**WANG Xuedong**

*Chairman*

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## NOTICE OF THE 2016 ANNUAL GENERAL MEETING

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**国银租赁**  
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)**

### NOTICE OF THE 2016 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2016 annual general meeting (the “**2016 Annual General Meeting**”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) will be held at 9:30 a.m. on Wednesday, 31 May 2017 at the Meeting Room, 49/F, New World Center, No. 6009 Yitian Road, Futian District, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass the following resolutions:

#### **Ordinary Resolutions**

1. to consider and approve the annual report for the year 2016;
2. to consider and approve the final financial report for the year 2016;
3. to consider and approve the report of financial budget for the year 2017;
4. to consider and approve the report of the Board of Directors for the year 2016;
5. to consider and approve the report of the Board of Supervisors for the year 2016;
6. to consider and approve the remuneration packages for Directors and Supervisors;
7. to consider and approve the profit distribution plan for the year 2016;

#### **Special Resolution**

8. to consider and approve the general mandate to issue debt financing instruments; and

\* *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.*

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# NOTICE OF THE 2016 ANNUAL GENERAL MEETING

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## Other Business

9. to receive the special report on related party transactions of the Board of Directors for the year 2016.

By order of the Board

**CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.**

**WANG Xuedong**

*Chairman*

Shenzhen, the PRC

13 April 2017

*Notes:*

- 1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE 2016 ANNUAL GENERAL MEETING**

Holders of H Shares are advised that the register of members for H Shares will be closed from Monday, 1 May 2017 to Wednesday, 31 May 2017 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Wednesday, 31 May 2017 are entitled to attend and vote at the 2016 Annual General Meeting. Holders of H Shares who wish to attend the 2016 Annual General Meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 28 April 2017.

- 2. PROXY**

Shareholders entitled to attend and vote at the 2016 Annual General Meeting may appoint one or more proxies to attend and vote in their stand. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its legal representative(s) or director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisations document must be notarised.

For holders of H Shares, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the 2016 Annual General Meeting (i.e. before 9:30 a.m. on 30 May 2017) or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the 2016 Annual General Meeting upon completion and return of the proxy form.



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## NOTICE OF THE 2016 ANNUAL GENERAL MEETING

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### 3. REPLY SLIP

Holders of H Shares who intend to attend the 2016 Annual General Meeting in person or by proxy should return the reply slip to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Thursday, 11 May 2017.

### 4. CONTACT DETAILS OF THE COMPANY

Contact Address: 50–52/F, New World Center, No. 6009 Yitian Road, Futian District, Shenzhen, Guangdong Province, the PRC  
Contact Person: QIU Xiaodong/BAI Huihui  
Contact Telephone: (86) 18038180393/(86) 18038180376  
Contact Fax: (86) 755 2398 0900

### 5. PROCEDURES FOR VOTING AT THE 2016 ANNUAL GENERAL MEETING

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at the 2016 Annual General Meeting must be taken by poll.

### 6. OTHER BUSINESS

The 2016 Annual General Meeting is expected to last for approximately half a day. Shareholders (in person or by proxy) attending the 2016 Annual General Meeting are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the 2016 Annual General Meeting shall produce their identity documents.

*As at the date of this notice, the executive Directors are Mr. WANG Xuedong, Mr. FAN Xun 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.*