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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated June 24, 2016 (the “**Prospectus**”) issued by CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD. (the “**Company**”). The Company makes this announcement pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong) (the “**Stabilizing Rules**”). This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

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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)

**PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION,
STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Joint Global Coordinators (on behalf of the International Underwriters) on July 29, 2016 in respect of an aggregate of 42,380,000 H Shares (the “**Over-allotment Shares**”), representing approximately 1.37% of the Offer Shares initially available under the Global Offering. The 42,380,000 H Shares will be issued and allotted by the Company at HK\$2.00 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per H Share under the Global Offering.

In accordance with relevant PRC regulations regarding the transfer of state-owned shares, China Development Bank Corporation and Xi’an Aircraft Industry (Group) Company Ltd. are required to transfer to the NSSF 4,238,000 Domestic Shares, representing 10% of the number of the new H Shares issued by our Company pursuant to the partial exercise of the Over-allotment Option for the Global Offering. The Domestic Shares transferred to the NSSF from China Development Bank Corporation and Xi’an Aircraft Industry (Group) Company Ltd. will be converted into H Shares on a one-for-one basis.

* 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.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the stabilization period in connection with the Global Offering ended on July 29, 2016, being the 30th day after the last day of closing of the application lists under the Hong Kong Public Offering. The stabilization actions undertaken by Stabilizing Manager during the stabilization period were:

- (1) over-allocations of an aggregate of 258,362,000 Offer Shares in the International Placing, representing approximately 8.33% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) successive purchases of an aggregate of 215,982,000 Offer Shares in the price range of HK\$1.85 to HK\$2.00 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) on the market during the stabilization period, representing approximately 6.97% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The last purchase made by the Stabilizing Manager on the market during the stabilization period was on July 29, 2016 at the price of HK\$2.00 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%); and
- (3) the partial exercise of the Over-allotment Option by the Joint Global Coordinators, on behalf of the International Underwriters, on July 29, 2016 in respect of the Over-allotment Shares, representing approximately 1.37% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), at the Offer Price of HK\$2.00 per H Share.

The last purchase made in the course of the stabilization period on the market was on July 29, 2016 at the price of HK\$2.00 per Offer Share.

1. PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Joint Global Coordinators (on behalf of the International Underwriters) on July 29, 2016 in respect of an aggregate of 42,380,000 H Shares, representing approximately 1.37% of the Offer Shares initially available under the Global Offering. The 42,380,000 H Shares will be issued and allotted by the Company at HK\$2.00 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

In accordance with relevant PRC regulations regarding the transfer of state-owned shares, China Development Bank Corporation and Xi'an Aircraft Industry (Group) Company Ltd. are required to transfer to the NSSF 4,238,000 Domestic Shares, representing 10% of the number of the new H Shares issued by our Company pursuant to the partial exercise of the Over-allotment Option for the Global Offering. The Domestic Shares transferred to the NSSF from China Development Bank Corporation and Xi'an Aircraft Industry (Group) Company Ltd. will be converted into H Shares on a one-for-one basis.

Listing of and permission to deal in the Over-allotment Shares and the H Shares to be held by the NSSF upon the completion of the Conversion (the “**Converted H Shares**”) have already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares and the Converted H Shares are expected to commence on the main board of the Stock Exchange at 9:00 a.m. on August 5, 2016.

Immediately after the issuance and allotment of the Over-allotment Shares and the Converted H Shares, the H Share public float will be approximately 17.01%, which will satisfy the minimum percentage as required in the conditions imposed in the waiver granted by the Stock Exchange from strict compliance with Rule 8.08(1) of the Listing Rules.

After the partial exercise of the Over-allotment Option, the shareholding structure of our Company immediately before and immediately after the issue and allotment by our Company of the Over-allotment Shares and the Converted H Shares is as follows:

	Immediately before the issue of the Over-allotment Shares		Immediately after the issue of the Over-allotment Shares	
	Number of Shares	Approximate percentage of our Company’s issued share capital	Number of Shares	Approximate percentage of our Company’s issued share capital
Domestic Shares H Shares	9,190,000,000	72.94%	9,185,762,000	72.66%
H Shares converted from Domestic Shares and transferred to NSSF	310,000,000	2.46%	314,238,000	2.49%
H shares issued pursuant to the Global Offering	<u>3,100,000,000</u>	<u>24.60%</u>	<u>3,142,380,000</u>	<u>24.86%</u>
Total	<u><u>12,600,000,000</u></u>	<u><u>100.00%</u></u>	<u><u>12,642,380,000</u></u>	<u><u>100.00%</u></u>

The additional net proceeds of approximately HK\$83.06 million from the issue of the Over-allotment Shares after deducting the underwriting commissions, the incentive fees and transaction levy and trading fee relating to the exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

2. STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company makes this announcement pursuant to Section 9(2) of the Stabilizing Rules and announces that the stabilization period in connection with the Global Offering ended on July 29, 2016, being the 30th day after the last day of closing of the application lists under the Hong Kong Public Offering.

The stabilization actions undertaken by the Stabilizing Manager during the stabilization period were:

- (1) over-allocations of an aggregate of 258,362,000 Offer Shares in the International Placing, representing approximately 8.33% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) successive purchases of an aggregate of 215,982,000 Offer Shares in the price range of HK\$1.85 to HK\$2.00 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) on the market during the stabilization period, representing approximately 6.97% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The last purchase made by the Stabilizing Manager on the market during the stabilization period was on July 29, 2016 at the price of HK\$2.00 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%); and
- (3) the partial exercise of the Over-allotment Option by the Joint Global Coordinators, on behalf of the International Underwriters, on July 29, 2016 in respect of the Over-allotment Shares, representing approximately 1.37% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), at the Offer Price of HK\$2.00 per H Share.

The last purchase made in the course of the stabilization period on the market was on July 29, 2016 at the price of HK\$2.00 per H Share.

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

Hong Kong, July 31, 2016

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