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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the prospectus dated June 24, 2016 (the “Prospectus”) issued by CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD. (the “Company”) for detailed information about the Global Offering described below before deciding whether or not to invest in the H Shares thereby being offered. The Company has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended.

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Unless otherwise defined in this announcement, terms defined in the Prospectus have the same meanings when used in this announcement.

In connection with the Global Offering, Merrill Lynch Far East Limited, as stabilizing manager (the “Stabilizing Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



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)

GLOBAL OFFERING

- Number of Offer Shares under the : 3,100,000,000 H Shares (subject to
Global Offering the Over-allotment Option)**
- Number of Hong Kong Offer Shares : 232,500,000 H Shares (subject to
adjustment)**
- Number of International Offer Shares : 2,867,500,000 H Shares (subject to
adjustment and the Over-allotment Option)**
- Maximum Offer Price : HK\$2.45 per H Share, plus brokerage of
1.0%, SFC transaction levy of 0.0027% and
Hong Kong Stock Exchange trading fee
of 0.005% (payable in full on application
in Hong Kong dollars and
subject to refund)**
- Nominal value : RMB1.00 per H Share**
- Stock code : 1606**

Joint Sponsors



BofA Merrill Lynch

Deutsche Bank Group 

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



HSBC 

BofA Merrill Lynch

Deutsche Bank Group 

 **UBS**

Joint Bookrunners and Joint Lead Managers

Morgan Stanley

J.P.Morgan

 **BNP PARIBAS**

 **招銀國際**
CMB INTERNATIONAL

 **海通國際**
HAITONG

 **建銀國際**
CCB International

 **交銀國際**
BOCOM INTERNATIONAL

 **光大證券**
EBS INTERNATIONAL

* 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 Company has applied to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, (i) the H Shares to be issued pursuant to the Global Offering (including the additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the H Shares which will be converted from state-owned Domestic Shares and to be held by the NSSF pursuant to the relevant PRC regulations relating to reduction of state-owned Shares. Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Monday, July 11, 2016. In the event the Over-allotment Option is exercised, an announcement will be made by the Company which will be posted on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.cdb-leasing.com).

The Global Offering comprises the Hong Kong Public Offering of 232,500,000 H Shares (subject to adjustment), and the International Offering of 2,867,500,000 H Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.45 per Offer Share and is currently expected to be not less than HK\$1.90 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.45 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the **WHITE** or **YELLOW** Application Forms and the designated website (www.eipo.com.hk) for **White Form eIPO**.

Applicants who wish to be issued the Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Form; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, June 24, 2016 till 12:00 noon on Wednesday, June 29, 2016 (or such later date as may apply as described in the section headed “How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus) from any of the following addresses of the Joint Global Coordinators and the Hong Kong Underwriters:

CLSA Limited

18/F, One Pacific Place
88 Queensway
Hong Kong

The Hongkong and Shanghai Banking Corporation Limited

HSBC Main Building
1 Queen’s Road Central
Hong Kong

Merrill Lynch Far East Limited

55/F, Cheung Kong Center
2 Queen’s Road Central
Central, Hong Kong

Deutsche Bank AG, Hong Kong Branch

52/F, International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

UBS AG Hong Kong Branch

52/F, Two International Finance Centre
8 Finance Street
Central, Hong Kong

Morgan Stanley Asia Limited

46/F, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

J.P. Morgan Securities (Asia Pacific) Limited

28/F Chater House
8 Connaught Road Central
Hong Kong

BNP Paribas Securities (Asia) Limited

59/F to 63/F, Two International Finance Centre
8 Finance Street
Central, Hong Kong

CMB International Capital Limited

Units 1803-4, 18/F, Bank of America Tower
12 Harcourt Road
Central, Hong Kong

Haitong International Securities Company Limited

22/F Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

CCB International Capital Limited

12/F, CCB Tower
3 Connaught Road Central
Central, Hong Kong

BOCOM International Securities Limited

9th Floor, Man Yee Building
68 Des Voeux Road Central
Central
Hong Kong

China Everbright Securities (HK) Limited

24/F, Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

or any of the following branches of the receiving banks:

Bank of Communications Co., Ltd. Hong Kong Branch

District	Branch Name	Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	Quarry Bay Sub-Branch	Shops 3 and 4 on G/F., 981A-981F King's Road, Chung Hing Mansion, Quarry Bay
Kowloon	Tsim Sha Tsui Sub-Branch	Shop Nos.1-3 on G/F., CFC Tower, 22-28 Mody Road, Tsim Sha Tsui
	Mongkok Sub-Branch	G/F and 1/F, Shun Wah Building, Nos.735 & 735A Nathan Road, Mongkok
	Wong Tai Sin Sub-Branch	Shop N118, 1/F, Temple Mall North, 136 Lung Cheung Road, Wong Tai Sin
New Territories	Shatin Sub-Branch	Shop No. 193, Level 3, Shatin Lucky Plaza, Shatin
	Tai Po Sub-Branch	Shop No.1, 2, 26 & 27, G/F., Wing Fai Plaza, 29-35 Ting Kok Road, Tai Po

Standard Chartered Bank (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
Kowloon	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
New Territories	Metroplaza Branch	Shop No. 175-176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, June 24, 2016 till 12:00 noon on Wednesday, June 29, 2016 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of Communications (Nominee) Co. Ltd. – CDB Leasing Public Offer" attached should be deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Your **WHITE** or **YELLOW** Application Forms can be lodged at the following times on the following dates:

Friday, June 24, 2016	–	9:00 a.m. to 5:00 p.m.
Saturday, June 25, 2016	–	9:00 a.m. to 1:00 p.m.
Monday, June 27, 2016	–	9:00 a.m. to 5:00 p.m.
Tuesday, June 28, 2016	–	9:00 a.m. to 5:00 p.m.
Wednesday, June 29, 2016	–	9:00 a.m. to 12:00 noon

Applicants may apply online through the **White Form eIPO** service by submitting an application through the designated website at www.eipo.com.hk from 9:00 a.m. on Friday, June 24, 2016 till 11:30 a.m. on Wednesday, June 29, 2016 or such later date as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, June 24, 2016 till 12:00 noon on Wednesday, June 29, 2016 or such later date as may apply as described in the section headed “How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections entitled “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the results of applications in the Hong Kong Public Offering, including indication of levels of interest in the International Offering, levels in the applications of the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Friday, July 8, 2016 in the South China Morning Post (in English), Hong Kong Economic Times (in Chinese), the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.cdb-leasing.com).

The Hong Kong Identity Card/passport/Hong Kong Business Registration (where appropriate) numbers of successful applicants under the Hong Kong Public Offering will be available at the time and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

No temporary documents of title will be issued in respect of the H Shares and no receipt will be issued for sums paid on application. H Share certificates will only become valid certificates of title at 8:00 a.m. on Monday, July 11, 2016 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section entitled “Underwriting – Hong Kong Public Offering – Grounds for Termination” has not been exercised. Dealings in the H Shares are expected to commence at 9:00 a.m. on Monday, July 11, 2016. The H Shares will be traded in board lots of 2,000 H Shares each. The stock code of the H Shares is 1606.

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

Hong Kong, June 24, 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.

Please also refer to the published version of this announcement in the *South China Morning Post* (in English) and the *Hong Kong Economic Times* (in Chinese).