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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 and the proxy form to the purchaser or transferee or to the bank or stockbroker 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)

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2025
FINAL FINANCIAL REPORT FOR THE YEAR 2025
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025
ANNUAL REPORT FOR THE YEAR 2025
REPORT OF FINANCIAL BUDGET FOR THE YEAR 2026
APPOINTMENT OF ACCOUNTING FIRMS FOR THE YEAR 2026
PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT
MEASURES FOR DIRECTORS OF CHINA DEVELOPMENT BANK
FINANCIAL LEASING CO., LTD.
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
AND
NOTICE OF THE 2025 ANNUAL SHAREHOLDERS' MEETING**

The 2025 Annual Shareholders' Meeting will be held at 10:00 a.m. on Tuesday, 30 June 2026 at Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC.

A proxy form for use at the 2025 Annual Shareholders' 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 such meeting, you are reminded to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time fixed for holding such meeting (i.e. 10:00 a.m. on Monday, 29 June 2026) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending such meeting and voting in person if you so wish.

3 June 2026

* *China Development Bank Financial Leasing Co., Ltd. is (a) not an authorised institution within the meaning of the Banking Ordinance; (b) not authorised 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

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2025 Annual Shareholders’ Meeting”	the 2025 annual Shareholders’ meeting of the Company to be held at 10:00 a.m. on Tuesday, 30 June 2026 at Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“Board of Supervisors”	the board of supervisors of our Company
“CDB”	China Development Bank, a company established in the PRC in 1994 and converted into a company with limited liability in 2017, the Controlling Shareholder of the Company which holds 64.40% equity interest of the Company
“Company” or “our Company”	China Development Bank Financial Leasing Co., Ltd., a company established in the PRC in 1984 and converted into a joint stock limited company on 28 September 2015, the H Shares of which are listed on the Stock Exchange with the stock code of 1606
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) 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) 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

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“independent third party(ies)”	individuals or companies independent to, and do not have any connected relationship with any members of the Group, Directors, chief executive officer and substantial shareholders of the Company and its subsidiaries as well as their respective associates
“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 People’s Republic of China
“PRC”	the People’s Republic of China
“PRC Company Law”	the Company Law of the People’s Republic of China
“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)”	holder(s) 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
“%”	per cent

LETTER FROM THE BOARD



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 Director:

Ms. MA Hong (*Chairman*)

Non-executive Directors:

Mr. ZHANG Kesheng

Mr. ZHANG Chuanhong

Independent Non-executive Directors:

Mr. LIU Ming

Mr. WANG Guiguo

Ms. LIU Siqin

Registered Office:

CDB Financial Center

No. 2003 Fuzhong Third Road

Futian District, Shenzhen

Guangdong Province

the PRC

Principal Place of Business in

Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

3 June 2026

To the Shareholders

Dear Sir or Madam,

REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2025
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INTRODUCTION

The purpose of this circular is 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 2025 Annual Shareholders' Meeting as described below.

LETTER FROM THE BOARD

At the 2025 Annual Shareholders' Meeting, ordinary resolutions will be proposed to (i) consider and approve the report of the Board of Directors for the year 2025; (ii) consider and approve the report of the Board of Supervisors for the year 2025; (iii) consider and approve the final financial report for the year 2025; (iv) consider and approve the profit distribution plan for the year 2025; (v) consider and approve the annual report for the year 2025; (vi) consider and approve the report of financial budget for the year 2026; (vii) consider and approve the appointment of accounting firms for the year 2026; and (viii) consider and approve the proposed amendments to the Remuneration Management Measures for Directors of China Development Bank Financial Leasing Co., Ltd., and a special resolution to consider and approve the general mandate to issue debt financing instruments.

REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025

An ordinary resolution will be proposed at the 2025 Annual Shareholders' Meeting to approve the report of the Board of Directors for the year 2025. Please refer to the report of the Board of Directors as set out in the Company's annual report for the year 2025 published on the websites of the Stock Exchange and the Company on 27 April 2026.

REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2025

An ordinary resolution will be proposed at the 2025 Annual Shareholders' Meeting to approve the report of the Board of Supervisors for the year 2025. Please refer to the report of the Board of Supervisors as set out in the Company's annual report for the year 2025 published on the websites of the Stock Exchange and the Company on 27 April 2026.

FINAL FINANCIAL REPORT FOR THE YEAR 2025

An ordinary resolution will be proposed at the 2025 Annual Shareholders' Meeting to approve the final financial report for the year 2025.

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 2025 have been set out in the Company's annual report for the year 2025. Please refer to the Company's annual report for the year 2025 published on the websites of the Stock Exchange and the Company on 27 April 2026.

PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025

An ordinary resolution will be proposed at the 2025 Annual Shareholders' Meeting to approve the profit distribution plan for the year 2025. The Board will delegate authority to senior management of the Company to handle the practical arrangements for the distribution of dividends.

LETTER FROM THE BOARD

Pursuant to the relevant requirements as stipulated in the PRC Company Law and the Articles of Association, and taking into consideration the needs of capital with respect to Shareholders' returns and the business development of the Company, the Board recommended the profit distribution plan for the year 2025 as follows:

- I. The net profit of the Group as at the end of 2025 amounted to RMB5,030.3 million; the total amount of dividend distribution amounted to approximately RMB1,257.5 million (inclusive of tax), accounting for 25% of the net profit of the Group for the year 2025.
- II. Based on the total share capital of the Company of 12,642,380,000 Shares, for the year ended 31 December 2025, the Company recommended to distribute a final dividend of RMB0.9947 per 10 Shares (inclusive of tax), and the corresponding profit distribution amounted to approximately RMB1,257.5 million (inclusive of tax). In principle, payments will be made by holders of Domestic Shares in RMB and holders of H Shares in HK\$. The exchange rate of HK\$ will be based on the average closing price of HK\$ against RMB announced by the PBOC for the five working days prior to the date of dividend distribution declaration. Specific currencies for payment will be adjusted in accordance with the actual situation.

ANNUAL REPORT FOR THE YEAR 2025

An ordinary resolution will be proposed at the 2025 Annual Shareholders' Meeting to approve the annual report for the year 2025. Please refer to the Company's annual report for the year 2025 published on the websites of the Stock Exchange and the Company on 27 April 2026.

REPORT OF FINANCIAL BUDGET FOR THE YEAR 2026

An ordinary resolution will be proposed at the 2025 Annual Shareholders' Meeting to approve the report of financial budget for the year 2026.

To implement the development strategy of the Company, considering the economic situation and the Company's development plan in 2026, the operating expense budget of the Company for 2026 is approximately RMB19.491 billion, representing a year-on-year actual decrease of RMB2.328 billion or 10.67% as compared with the same period of 2025. The fixed asset investment budget is approximately RMB23.2800 million.

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 when the business occurs.

APPOINTMENT OF ACCOUNTING FIRMS FOR THE YEAR 2026

Reference is made to the announcement of the Company dated 2 June 2026, in relation to the proposed change of accounting firms.

An ordinary resolution will be proposed at the 2025 Annual Shareholders' Meeting in respect of the appointment of accounting firms for the year 2026.

LETTER FROM THE BOARD

In accordance with the Administrative Measures for the Selection and Appointment of Accounting Firm by State-owned Financial Enterprises (Cai Jin [2020] No. 6) issued by the Ministry of Finance of the People's Republic of China and relevant regulations, and considering that the term of the existing accounting firms will expire upon the conclusion of the 2025 Annual Shareholders' Meeting, adhering to the prudent principles whilst taking into account the Company's actual circumstances, the Company proposed to engage Baker Tilly China Certified Public Accountants (issuance of audit report in accordance with the PRC standards) and Baker Tilly Hong Kong Limited (issuance of audit report in accordance with the international standards) (collectively "Baker Tilly") as the accounting firms of the Company for the year 2026 upon a comprehensive assessment of factors including the governance and leadership structure, compliance with professional ethics, industry technical capabilities, regulatory and reporting experience, audit scope and resource allocation, communication plans, and project quality supervision processes of the prospective accounting firms, and following the completion of relevant selection and appointment procedures. The term of appointment shall commence from the date on which the resolution in relation to the appointment of accounting firms is considered and approved at the 2025 Annual Shareholders' Meeting, and until the date on which the resolution regarding the appointment of accounting firms is considered and approved at the 2026 annual Shareholders' meeting of the Company. It is also proposed that the 2025 Annual Shareholders' Meeting delegate the authorisation to the Board, so that the latter may further delegate such authority to the senior management, to determine the service fees in accordance with Baker Tilly's service scope, workload and other factors. The estimated fees for the 2026 audit services are expected not to exceed RMB6.5 million, based on the scope of audit, the complex nature of the Company's business and its operation conditions. Barring any material changes to the relevant criteria or assumptions, the final audit fees are not expected to deviate significantly from this estimated amount.

PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

An ordinary resolution will be proposed at the 2025 Annual Shareholders' Meeting to approve the proposed amendments to the Remuneration Management Measures for Directors of China Development Bank Financial Leasing Co., Ltd.

In view of the fact that the Company has cancelled the Board of Supervisors and the Supervisors in accordance with provisions of the Articles of Association, and in order to further rationalise the remuneration management system and streamline the hierarchy of corporate governance, the Company proposes to review the Remuneration Management Measures for Directors and refine the relevant provisions.

Please refer to Appendix I to this circular for details of the proposed amendments to the Remuneration Management Measures for Directors.

GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the 2025 Annual Shareholders' Meeting to approve the general mandate granted to the Board to issue debt financing instruments.

LETTER FROM THE BOARD

According to the provisions of the PRC Company Law, the Listing Rules and the Articles of Association, and in order to broaden the Company's funding sources, strengthen the Company's financing capabilities and reduce the Company's financing costs, the Company intends to issue domestic debt financing instruments ("**Domestic Debt Financing Instruments**") and overseas debt financing instruments ("**Overseas Debt Financing Instruments**") of no more than RMB46.0 billion (collectively, the "**Debt Financing Instruments**").

In order to leverage on the favorable opportunities in the market, the Board intends to propose at the 2025 Annual Shareholders' Meeting to grant a general mandate to the Board to issue Debt Financing Instruments of the Company. The details are as follows:

1. Types of Debt Financing Instruments

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). Overseas Debt Financing Instruments will consist of (as the case may be) senior unsecured bonds, permanent bonds and other types of financing instruments.

2. Issuer, Targets and Method of Issuance of Debt Financing Instruments

Issuer:	the Company and/or its subsidiaries will be the issuer of the Debt Financing Instruments.
Targets of issuance:	the domestic and overseas investors who meet the conditions for the offering of the issuance, which may include CDB (which is the Controlling Shareholder and connected person of the Company) and/or its associates, and other independent third parties.
Method of issuance:	by approval by or filing with regulatory 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 on a one-off, multiple issuance or multi-tranche issuance basis to the public or non-public targeted investors outside the PRC.

LETTER FROM THE BOARD

3. 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 RMB46.0 billion (inclusive of RMB46.0 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.
- Issuance price and interest rate: in case of the issuance 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: flexible tenors, with a single tenor or hybrid with multiple tenors.
- 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.

4. Security Arrangement of Debt Financing Instruments

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

5. Use of Proceeds

The proceeds to be raised from the issuance of Debt Financing Instruments will be used for general working capital to satisfy the business and operation needs of the Company and replenish the operating capital of the Company (including but not limited to the repayment of loans and/or for the purposes such as placement of leasing business).

LETTER FROM THE BOARD

6. Validity Period of the Resolution

Such resolution of the Shareholders' meeting regarding the issuance of Debt Financing Instruments and the general mandate granted to the Board shall be valid from the date of approval on such resolution at the 2025 Annual Shareholders' Meeting until whichever is the earliest of:

- (i) the conclusion of the next annual Shareholders' meeting of the Company;
- (ii) the expiration of period for the Company's next annual Shareholders' meeting required to be held under the Articles of Association or other relevant rules or regulations; and
- (iii) the revocation or variation of the authority under the above resolution by a special resolution passed at a Shareholders' meeting of the Company.

Where the Board has, during the term of the authorisation, 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.

7. 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 process, the Board proposes to the Shareholders' meeting to authorise the Board, approve the Board to further authorise the senior management, and approve the senior management to further delegate powers within the scope of its authorisation to deal with all matters in relation to the issuance of Debt Financing Instruments at its absolute discretion in accordance with the relevant laws, regulations and opinions and advice from the regulatory authorities, within the framework and under the principles considered and approved at the Shareholders' meeting, and in compliance with the general principle of acting in the best interest of the Company, including:

- (i) applying for the relevant business qualifications from the regulatory authorities and formulating or 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 Shareholders' meeting for such purposes, and based on the specific 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 of issuance and duration, whether to issue through one or more offerings or on multi-tranche issuance, multi-category issuance basis and, if on multiple issuance, multi-tranche issuance or multi-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, guarantee letter, 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;

LETTER FROM THE BOARD

- (ii) determining for the engagement of underwriters and agencies, signing, executing, amending and completing all agreements and documents relating to the issuance of Debt Financing 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;
- (iii) selecting and engaging trustee(s) and liquidation manager(s) for the issuance of Debt Financing Instruments, signing the trust deed and liquidation management agreement and (if applicable) formulating rules for meetings of the holders of the Debt Financing Instruments;
- (iv) handling all applications and 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;
- (v) except for matters required to be re-voted at the Shareholders' 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 changes in the opinions of the regulatory authorities, 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;
- (vi) dealing with other matters in relation to the issuance of Debt Financing Instruments; and
- (vii) dealing with all relevant subsequent matters of the entire existing Debt Financing Instruments during the lifetime, including but not limited to amendments to the terms of the existing Debt Financing Instruments and disposal of the issued Debt Financing Instruments.

It is proposed that the senior management of the Company be delegated to exercise the powers within the scope of the afore-mentioned authorisation from the date the afore-mentioned authorisation and delegation are approved at the 2025 Annual Shareholders' Meeting.

LETTER FROM THE BOARD

As disclosed above, the targets of the issuance of the Debt Financing Instruments include CDB (which is the Controlling Shareholder and connected person of the Company) and/or its associates, and other independent third parties. Part of the Debt Financing Instruments issued by the Company to the independent third parties will be undertaken by CDB and/or its associates, and the commission to be paid by the Company to CDB and/or its associates is subject to the New Bond Underwriting Service Framework Agreement entered into by both parties on 9 December 2024. Details of the New Bond Underwriting Service Framework Agreement were disclosed in the announcement published by the Company on the websites of the Stock Exchange and the Company on 9 December 2024 with a term from 1 January 2025 to 31 December 2027. The Company will also comply with the applicable requirements under Chapter 14A of the Listing Rules in relation to the transactions under which CDB and/or its associates purchase the Debt Financing Instruments as an investor.

2025 ANNUAL SHAREHOLDERS' MEETING

Notice of the 2025 Annual Shareholders' Meeting to be held at 10:00 a.m. on Tuesday, 30 June 2026 at Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC is set out in pages 23 to 25 of this circular.

For determining the entitlement of the Shareholders to attend the 2025 Annual Shareholders' Meeting, the register of members is closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Tuesday, 30 June 2026 are entitled to attend and vote at the 2025 Annual Shareholders' Meeting. Shareholders who wish to attend the 2025 Annual Shareholders' Meeting but have not registered the transfer documents should deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC (for holders of Domestic Shares) by no later than 4:30 p.m. on Wednesday, 24 June 2026.

If the distribution of final dividend is approved at the 2025 Annual Shareholders' Meeting, the final dividend will be distributed on Friday, 7 August 2026 to the Shareholders whose names appear on the register of members of the Company on Monday, 13 July 2026. For determining the entitlement of the Shareholders to whom the final dividend will be distributed for the year 2025, the register of members of the Company will also be closed from Wednesday, 8 July 2026 to Monday, 13 July 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to the final dividend for the year 2025 (subject to the approval of the Shareholders), unregistered holders of H Shares are required to deposit the transfer documents at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC (for holders of Domestic Shares) by no later than 4:30 p.m. on Tuesday, 7 July 2026.

LETTER FROM THE BOARD

PROCEDURES FOR VOTING AT THE 2025 ANNUAL SHAREHOLDERS' MEETING

According to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the 2025 Annual Shareholders' Meeting will be taken by poll.

RECOMMENDATION

The Directors are of the view that all the resolutions set out in the notice of the 2025 Annual Shareholders' Meeting for the consideration and approval of 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 all the resolutions to be proposed at the 2025 Annual Shareholders' Meeting.

By order of the Board

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

MA Hong

Chairman

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS

Comparison Table of Amendments to the Remuneration Management Measures for Directors of China Development Bank Financial Leasing Co., Ltd.

Remuneration Management Measures for Directors ~~and Supervisors~~ of China Development Bank Financial Leasing Co., Ltd.

Original Article	Revised Article
CHAPTER I GENERAL	No change
<p>Article 1 In order to further standardize the Company’s remuneration management system, establish a sound, scientific and effective incentive and restraint mechanism, and ensure the directors and supervisors of the Company to perform their functions and powers in accordance with the laws, the Measures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Corporate Governance Standards for Banking and Insurance Institutions, the Supervisory Guidelines on Sound Remuneration in Commercial Banks, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and other relevant laws and regulations, and the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the “Articles of Association”) and other relevant provisions.</p>	<p>Article 1 In order to further standardize the Company’s remuneration management system, establish a sound, scientific and effective incentive and restraint mechanism, and ensure the directors and supervisors of the Company to perform their functions and powers in accordance with the laws, the Measures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Corporate Governance Standards for Banking and Insurance Institutions, the Supervisory Guidelines on Sound Remuneration in Commercial Banks, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and other relevant laws and regulations, and the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the “Articles of Association”) and other relevant provisions.</p>
<p>Article 2 The Measures shall be applicable to all directors and supervisors of the Company as specified in the Corporate Governance Standards for Banking and Insurance Institutions and the Articles of Association. The directors referred to in the Measures include executive directors, non-executive directors, independent directors and employee directors, while the supervisors referred to in the Measures include shareholder supervisors, external supervisors and employee supervisors.</p>	<p>Article 2 The Measures shall be applicable to all directors and supervisors of the Company as specified in the Corporate Governance Standards for Banking and Insurance Institutions and the Articles of Association. The directors referred to in the Measures include executive directors, non-executive directors; (including independent directors) and employee directors, while the supervisors referred to in the Measures include shareholder supervisors, external supervisors and employee supervisors.</p>

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION
MANAGEMENT MEASURES FOR DIRECTORS**

Original Article	Revised Article
<p>Article 3 The remuneration management of directors and supervisors of the Company follows the principles below:</p> <p>(1) Align with the corporate governance requirements and balance with the Company’s competitiveness and sustainable capacity building;</p> <p>(2) Adhere to the principle of allocation according to the amount work and integration of responsibility, power and interests;</p> <p>(3) Implement the principle to link income level with work objectives;</p> <p>(4) The principle of integrating remuneration with the long-term interests of the Company;</p> <p>(5) The remuneration level shall be in line with the operating results upon risk cost adjustment;</p> <p>(6) The remuneration level shall be in line with the market remuneration level of the industry in which the Company operates;</p> <p>(7) The remuneration standards shall be open, fair and transparent.</p>	<p>Article 3 The remuneration management of directors and supervisors of the Company follows the principles below:</p> <p>(1) Align with the corporate governance requirements and balance with the Company’s competitiveness and sustainable capacity building;</p> <p>(2) Adhere to the principle of allocation according to the amount work and integration of responsibility, power and interests;</p> <p>(3) Implement the principle to link income level with work objectives;</p> <p>(4) The principle of integrating remuneration with the long-term interests of the Company;</p> <p>(5) The remuneration level shall be in line with the operating results upon risk cost adjustment;</p> <p>(6) The remuneration level shall be in line with the market remuneration level of the industry in which the Company operates;</p> <p>(7) The remuneration standards shall be open, fair and transparent.</p>
CHAPTER II MANAGEMENT BODY	No change
<p>Article 4 The shareholders’ general meeting of the Company is responsible for considering and approving the remuneration management system for directors and supervisors and the remuneration of directors and supervisors.</p>	<p>Article 4 The shareholders’ general meeting of the Company is responsible for considering and approving the remuneration management system for directors and supervisors and the remuneration of directors and supervisors.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS

Original Article	Revised Article
<p>Article 5 The Board of Directors of the Company has established the Remuneration Committee. The Remuneration Committee is responsible for proposing the remuneration composition, standards, distribution methods and adjustments for directors, which shall be submitted to the Board of Directors of the Company for consideration with reference to the consultation opinions from the Board of Supervisors, and then to the shareholders’ general meeting of the Company for approval before implementation. The voting on the remuneration plan for directors by the Board of Directors shall not be voted by way of written circulation, and shall be approved by more than two-thirds of the directors (including a majority of independent directors). Independent directors shall give objective, fair and independent opinions on the remuneration plan for directors reviewed by the shareholders’ general meeting or the Board of Directors.</p>	<p>Article 5 The Board of Directors of the Company has established the Remuneration Committee. The Remuneration Committee is responsible for proposing <u>the procedures for formulating remuneration policies, the</u> remuneration composition, <u>remuneration</u> standards, <u>remuneration</u> distribution methods and adjustments for directors, which shall be submitted to the Board of Directors of the Company for consideration with reference to the consultation opinions from the Board of Supervisors, and then to the shareholders’ general meeting of the Company for approval before implementation. The voting on the remuneration plan for directors by the Board of Directors shall not be voted by way of written circulation, and shall be approved by more than two-thirds of the directors (including a majority of independent directors). Independent directors shall give objective, fair and independent opinions on the remuneration plan for directors reviewed by the shareholders’ general meeting or the Board of Directors.</p>
<p>Article 6 The Board of Supervisors of the Company is responsible for proposing the remuneration composition, standards, distribution methods and adjustments for supervisors, which shall then be approved by the shareholders’ general meeting of the Company before implementation.</p>	<p>Deleted</p>
<p>Article 7 The human resources department of the Company is responsible for the specific implementation of the remuneration plan for directors and supervisors, and shall report to the Board of Directors and the Board of Supervisors on a regular basis. The risk management department, the legal compliance department, the accounting department, the Discipline Committee office and the audit department shall participate in and supervise the implementation of remuneration plan.</p>	<p>Article 6 The human resources department of the Company is responsible for the specific implementation of the remuneration plan for directors and supervisors, and shall report to the Board of Directors and the Board of Supervisors on a regular basis. The risk management department, the legal <u>internal control and</u> compliance department, the accounting department, the Discipline Committee office and the audit department shall participate in and supervise the implementation of remuneration plan <u>for directors.</u></p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS

Original Article	Revised Article
CHAPTER III REMUNERATION COMPOSITION	No change
<p>Article 8 The Company shall determine different remuneration policies and adjustment mechanisms according to the identity and nature of work of directors and supervisors, as well as the responsibilities, risks and pressure assumed:</p> <p>Executive directors, employee directors and employee supervisors shall receive annual remuneration in accordance with their duties and responsibilities, and, in case of holding positions at the Company, receive remuneration in accordance with the remuneration management system for senior management and employees of the Company and other relevant remuneration management policies and systems, with no additional remuneration for being directors and supervisors.</p> <p>The remuneration of non-executive directors and shareholder supervisors is mainly composed of allowances, which shall be implemented in accordance with the allowance standards set out in the remuneration plan for directors and supervisors considered and approved by the shareholders' general meeting.</p> <p>If shareholder entities have relevant provisions on the remuneration of directors and supervisors appointed by them, or national laws and regulations have relevant provisions on the remuneration of directors and supervisors who hold other positions outside the Company, such relevant provisions shall prevail.</p> <p>The remuneration of independent directors and external supervisors is mainly composed of allowances, which shall be implemented in accordance with the allowance standards set out in the remuneration plan for directors and supervisors considered and approved by the shareholders' general meeting.</p>	<p>Article 7 The Company shall determine different remuneration policies and adjustment mechanisms according to the identity and nature of work of directors and supervisors, as well as the responsibilities, risks and pressure assumed:</p> <p><u>(1) Executive directors, employee directors and employee supervisors shall receive annual remuneration in accordance with factors such as their duties and responsibilities, the level of risk they've assumed and contribution they've made. Annual remuneration comprises a target annual salary and compensatory benefits. The target annual salary consists of a fixed salary and a merit-based bonus, which are set in a specific ratio. Typically, the fixed salary does not exceed 40% of the target annual salary and does not exceed 35% of the total remuneration. The merit-based bonus is linked to the achievement of the Company's annual core performance indicators. Fixed salary is paid monthly, while merit-based bonuses are settled after the annual performance appraisals, following the principle of appraising first, then paying out. Merit-based bonuses are paid on a deferred basis, with a four-year deferral cycle, and are distributed annually on a rolling basis in equal installments. In addition, the compensation package for executive directors includes compensatory benefits such as social insurance, housing provident fund, corporate pension, and supplemental medical insurance.</u> shall receive annual remuneration in accordance with their duties and responsibilities, and, in case of holding positions at the Company, receive remuneration in accordance with the remuneration management system for senior management and employees of the Company and other relevant remuneration management policies and systems, with no additional remuneration for being directors and supervisors. <u>Where a shareholder entity maintains specific provisions on the remuneration of directors it appoints, or where national laws and regulations contain relevant provisions on the remuneration of directors who hold other positions outside the Company, such provisions shall prevail.</u></p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS

Original Article	Revised Article
	<p><u>(2) Employee directors shall be remunerated in accordance with the employee remuneration management system and other relevant remuneration management policies and rules based on the positions they hold within the Company; and no additional director’s remuneration shall be paid.</u></p> <p><u>(3) Non-executive directors do not receive remuneration from the Company; instead, they receive a fixed director’s allowance. Non-executive directors who do not hold management positions within the Company shall not receive a director’s allowance from the Company, in accordance with the relevant regulations and requirements of the shareholder entities that appoint them. Non-executive directors who are not appointed by any shareholder entity shall receive an allowance benchmarked against the independent director’s allowance standards.</u></p> <p><u>(4) Independent directors do not receive remuneration from the Company; instead, they receive a fixed director’s allowance. The director’s allowance is set at RMB400,000 per person per year, paid monthly in equal installments.</u></p> <p>The remuneration of non-executive directors and shareholder supervisors is mainly composed of allowances, which shall be implemented in accordance with the allowance standards set out in the remuneration plan for directors and supervisors considered and approved by the shareholders’ general meeting.</p> <p>If shareholder entities have relevant provisions on the remuneration of directors and supervisors appointed by them, or national laws and regulations have relevant provisions on the remuneration of directors and supervisors who hold other positions outside the Company, such relevant provisions shall prevail.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS

Original Article	Revised Article
	The remuneration of independent directors and external supervisors is mainly composed of allowances, which shall be implemented in accordance with the allowance standards set out in the remuneration plan for directors and supervisors considered and approved by the shareholders' general meeting.
Article 9 All reasonable expenses incurred by directors and supervisors during the exercise of their duties and powers pursuant to the Company Law, the Articles of Association and the rules and regulations of the Company shall be reimbursed by the Company.	Article 8 All reasonable expenses incurred by directors and supervisors during the exercise of their duties and powers pursuant to the Company Law, the Articles of Association and the rules and regulations of the Company shall be reimbursed by the Company.
CHAPTER IV REMUNERATION DISTRIBUTION	No change
Article 10 The finance and accounting department and human resources department of the Company shall cooperate with the Board of Directors and the Board of Supervisors to implement the remuneration plan for directors and supervisors of the Company. The human resources department of the Company shall distribute the remuneration of directors and supervisors according to the resolutions of the shareholders' general meeting.	Article 9 The finance and accounting department and human resources department of the Company shall cooperate with the Board of Directors and the Board of Supervisors to implement the remuneration <u>plan system</u> for directors and supervisors of the Company. The human resources department of the Company shall distribute the remuneration of directors and supervisors according to the resolutions of the shareholders' general meeting.
Article 11 The annual remuneration of executive directors, employee directors and employee supervisors shall be distributed in accordance with their positions with reference to the relevant remuneration management measures of the Company. The annual remuneration of non-executive directors, independent directors, shareholder supervisors and external supervisors shall be distributed on a monthly basis in equal portions, except for those who shall not receive remuneration from the Company in accordance with the Measures.	Article 10 The annual remuneration of executive directors; <u>and</u> employee directors and employee supervisors shall be distributed in accordance with their positions with reference to the relevant remuneration management measures of the Company. The annual remuneration <u>allowance</u> of non-executive directors (<u>including independent directors</u>); independent directors, shareholder supervisors and external supervisors shall be distributed on a monthly basis in equal portions, except for those who shall not receive remuneration <u>or allowance</u> from the Company in accordance with the Measures. <u>Where deferral of payment is required under laws, regulations or supervisory provisions, such provisions shall prevail.</u>

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION
MANAGEMENT MEASURES FOR DIRECTORS**

Original Article	Revised Article
<p>Article 12 If a director or supervisor of the Company leaves office due to expiration, re-election or resignation during his/her term of office, remuneration shall be distributed according to his/her actual term of office and performance assessment.</p>	<p>Article 11 If a director or supervisor of the Company leaves office due to expiration, re-election or resignation during his/her term of office, remuneration <u>or allowance</u> shall be distributed according to his/her actual term of office and performance assessment.</p>
<p>Article 13 The Company may suspend, decline to distribute or partially distribute allowances or performance-based remuneration upon the occurrence of any of the following circumstances during the term of office of a director or supervisor of the Company:</p> <p>(1) Has been publicly condemned or declared as an inappropriate candidate by the stock exchange, the Hong Kong Stock Exchange or other domestic and overseas regulatory authorities due to the violation of laws and regulations or other misconduct;</p> <p>(2) Administrative penalties imposed by regulatory authorities due to material violation of laws and regulations;</p> <p>(3) Risk losses of the Company are exposed to abnormal risks or suffered from significant losses due to the failure of business decision-making, and such director is determined to be responsible;</p> <p>(4) Other circumstances as determined by the shareholders' general meeting of the Company to be in serious violation of the relevant provisions of the Company;</p> <p>(5) The performance evaluation of such director and supervisor is rated as "incompetent";</p> <p>(6) Other circumstances that are not suitable for distribution in accordance with the requirements of relevant laws and regulations.</p>	<p>Article 12 The Company may suspend, decline to distribute or partially distribute <u>remuneration or</u> allowances or performance-based remuneration upon the occurrence of any of the following circumstances during the term of office of a director or supervisor of the Company:</p> <p>(1) Has been publicly condemned or declared as an inappropriate candidate by the stock exchange, the Hong Kong Stock Exchange or other domestic and overseas regulatory authorities due to the violation of laws and regulations or other misconduct;</p> <p>(2) Administrative penalties imposed by regulatory authorities due to material violation of laws and regulations;</p> <p>(3) Risk losses of the Company are exposed to abnormal risks or suffered from significant losses due to the failure of business decision-making, and such director is determined to be responsible;</p> <p>(4) Other circumstances as determined by the shareholders' general meeting of the Company to be in serious violation of the relevant provisions of the Company;</p> <p>(5) The performance evaluation of such director and supervisor is rated as "incompetent";</p> <p>(6) Other circumstances that are not suitable for distribution in accordance with the requirements of relevant laws and regulations.</p>

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION
MANAGEMENT MEASURES FOR DIRECTORS**

Original Article	Revised Article
<p>Article 14 If the risk losses incurred by the Company during the term of office of an executive director are exposed to abnormal risks, the Company shall, in accordance with the relevant provisions of the Company’s performance-based remuneration recourse and deduction system, cease to pay the executive director the unpaid part of the performance-based remuneration, and recover the performance-based remuneration distributed within the corresponding period. Provisions on recourse and deduction shall also apply to leavers and retirees.</p>	<p>Article 13 If the risk losses incurred by the Company during the term of office of an executive director <u>a director who receives performance-based remuneration from the Company</u> are exposed to abnormal risks, the Company shall, in accordance with the relevant provisions of the Company’s performance-based remuneration recourse and deduction system, cease to pay the executive director the unpaid part of the performance-based remuneration, and recover the performance-based remuneration distributed within the corresponding period. Provisions on recourse and deduction shall also apply to leavers and retirees.</p>
<p>Article 15 The remuneration of directors and supervisors represents income before tax, and the individual income tax shall be withheld and paid by the Company.</p>	<p>Article 14 The remuneration <u>or allowance</u> of directors and supervisors represents income before tax, and the individual income tax shall be withheld and paid by the Company.</p>
<p>CHAPTER V REMUNERATION ADJUSTMENT</p>	<p>No change</p>
<p>Article 16 The remuneration system for directors and supervisors shall serve the Company’s business strategy and make corresponding adjustments to adapt to the further development needs of the Company in light of the continuous changes in the Company’s operating conditions.</p>	<p>Article 15 The remuneration system for directors and supervisors shall serve the Company’s business strategy and make corresponding adjustments to adapt to the further development needs of the Company in light of the continuous changes in the Company’s operating conditions.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS

Original Article	Revised Article
<p>Article 17 The adjustment basis of the remuneration of directors and supervisors of the Company is as follows:</p> <p>(1) The level of remuneration changes in the industry, also making reference to the professional opinions issued by market research institutions on the trend of remuneration;</p> <p>(2) Inflation level;</p> <p>(3) Profitability of the Company;</p> <p>(4) Organizational restructuring;</p> <p>(5) Individual adjustment due to changes in positions;</p> <p>(6) Other circumstances as stipulated by laws and regulations.</p>	<p>Article 16 The adjustment basis of the remuneration of directors and supervisors of the Company is as follows:</p> <p>(1) <u>Taking into account the level of remuneration changes in the industry, the time and commitment required of directors, and the terms of employment for other positions within the Company</u> The level of remuneration changes in the industry, also making reference to the professional opinions issued by market research institutions on the trend of remuneration;</p> <p>(2) Inflation level;</p> <p>(3) Profitability of the Company;</p> <p>(4) Organizational restructuring;</p> <p>(5) Individual adjustment due to changes in positions;</p> <p>(6) Other circumstances as stipulated by laws and regulations.</p>
CHAPTER VI SUPPLEMENTARY PROVISIONS	No change
<p>Article 18 The Company shall regularly disclose the remuneration management system for directors and supervisors and the remuneration information of directors and supervisors in accordance with laws, regulations and regulatory requirements.</p>	<p>Article 17 The Company shall regularly disclose the remuneration management system for directors and supervisors and the remuneration information of directors and supervisors in accordance with laws, regulations and regulatory requirements.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS

Original Article	Revised Article
<p>Article 19 The right of amendment to the Measures shall belong to the shareholders’ general meeting of the Company, and the right of interpretation shall belong to the shareholders’ general meeting of the Company or its authorized institutions. Matters not covered in the Measures shall be executed in accordance with the provisions of relevant national laws, regulations, regulatory documents and the Articles of Association. In the event of any conflict between the Measures and any future laws, regulations and regulatory documents promulgated by the State, such national laws, regulations and regulatory documents shall prevail and the relevant provisions of the Measures shall be amended accordingly.</p>	<p>Article 18 The right of amendment to the Measures shall belong to the shareholders’ general meeting of the Company, and the right of interpretation shall belong to the shareholders’ general meeting of the Company or its authorized institutions. Matters not covered in the Measures shall be executed in accordance with the provisions of relevant national laws, regulations, regulatory documents and the Articles of Association. In the event of any conflict between the Measures and any future laws, regulations and regulatory documents promulgated by the State, such national laws, regulations and regulatory documents shall prevail and the relevant provisions of the Measures shall be amended accordingly.</p>
<p>Article 20 The Measures shall come into effect after being considered and approved at the shareholders’ general meeting and the same shall apply to amendments. From the effective date of the Measures, the original Remuneration Management Measures for Supervisors shall be repealed simultaneously.</p>	<p>Article 19 The Measures shall come into effect after being considered and approved at the shareholders’ general meeting and the same shall apply to amendments. From the effective date of the Measures, the original Remuneration Management Measures for Supervisors shall be repealed simultaneously.</p> <p><u>The Measures shall be formulated, interpreted and amended by the Board of Directors. They shall come into effect on the date when they are considered and approved by the shareholders’ meeting and shall be implemented from the date of their issuance. The original Remuneration Packages for Directors of China Development Bank Financial Leasing Co., Ltd. shall be repealed simultaneously.</u></p>

NOTICE OF THE 2025 ANNUAL SHAREHOLDERS' MEETING



国银金租

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 2025 ANNUAL SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual Shareholders' meeting (the "**2025 Annual Shareholders' Meeting**") of China Development Bank Financial Leasing Co., Ltd. (the "**Company**") will be held at 10:00 a.m. on Tuesday, 30 June 2026 at Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass the following resolutions. Unless the content otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 3 June 2026:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board of Directors for the year 2025;
2. To consider and approve the report of the Board of Supervisors for the year 2025;
3. To consider and approve the final financial report for the year 2025;
4. To consider and approve the profit distribution plan for the year 2025;
5. To consider and approve the annual report for the year 2025;
6. To consider and approve the report of financial budget for the year 2026;
7. To consider and approve the appointment of accounting firms for the year 2026;
8. To consider and approve the proposed amendments to the Remuneration Management Measures for Directors of China Development Bank Financial Leasing Co., Ltd.;

* *China Development Bank Financial Leasing Co., Ltd. is (a) not an authorised institution within the meaning of the Banking Ordinance; (b) not authorised to carry on banking/deposit-taking business in Hong Kong; and (c) not subject to the supervision of the Hong Kong Monetary Authority.*

NOTICE OF THE 2025 ANNUAL SHAREHOLDERS' MEETING

SPECIAL RESOLUTION

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

OTHER BUSINESS

10. To hear the report on management of related party transactions for the year 2025;
11. To hear the results of the evaluation of the performance of duties by the Directors and senior management in 2025;
12. To hear the report on the implementation of the authorisation to the Board of Directors at the 2025 Annual Shareholders' Meeting;
13. To hear the report on the evaluation of major Shareholders and substantial Shareholders in 2025;
14. To hear the work report of the independent Directors for the year 2025; and
15. To hear the briefing on the renewal of Directors' and senior management's liability insurance premiums for the years 2026-2027.

By order of the Board

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

LIU Yi

Joint Company Secretary

Shenzhen, the PRC
3 June 2026

NOTICE OF THE 2025 ANNUAL SHAREHOLDERS' MEETING

Notes:

1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE 2025 ANNUAL SHAREHOLDERS' MEETING

The register of members will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Tuesday, 30 June 2026 are entitled to attend and vote at the 2025 Annual Shareholders' Meeting. Shareholders who wish to attend the 2025 Annual Shareholders' Meeting but have not registered the transfer documents should deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC (for holders of Domestic Shares) by no later than 4:30 p.m. on Wednesday, 24 June 2026.

2. PROXY

Shareholders entitled to attend and vote at the 2025 Annual Shareholders' Meeting may appoint one or more proxies to attend and vote in their stead. 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 authorisation documents must be notarised.

For Shareholders who intend to appoint a proxy to attend the 2025 Annual Shareholders' Meeting, 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office at CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC (for holders of Domestic Shares) in person or by post not less than 24 hours before the time fixed for holding the 2025 Annual Shareholders' Meeting (i.e. before 10:00 a.m. on Monday, 29 June 2026) or any adjournment thereof (as the case may be). Shareholders can still attend and vote in person at the 2025 Annual Shareholders' Meeting upon completion and return of the proxy form.

3. CONTACT DETAILS OF THE COMPANY

Contact Address:	CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
Contact Person:	ZHANG Lezi
Contact Telephone:	(86) 755 2398 0824
Contact Fax:	(86) 755 2398 0900

4. PROCEDURES FOR VOTING AT THE 2025 ANNUAL SHAREHOLDERS' MEETING

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at the 2025 Annual Shareholders' Meeting must be taken by poll.

5. OTHER BUSINESS

The 2025 Annual Shareholders' Meeting is expected to last for approximately half a day. Shareholders (in person or by proxy) attending the 2025 Annual Shareholders' Meeting are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the 2025 Annual Shareholders' Meeting shall produce their identity documents.

As at the date of this notice, the executive director of the Company is Ms. MA Hong; the non-executive directors are Mr. ZHANG Kesheng and Mr. ZHANG Chuanhong; and the independent non-executive directors are Mr. LIU Ming, Mr. WANG Guiguo and Ms. LIU Siqin.