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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)

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first extraordinary general meeting (the “**EGM**”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Monday, 25 September 2023 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:

ORDINARY RESOLUTIONS

1. The resolutions regarding the election of members of the third session of the board of directors of the Company
 - 1.1 To consider and approve the appointment of Ms. MA Hong as the executive director of the Company
 - 1.2 To consider and approve the appointment of Mr. LI Yingbao as the non-executive director of the Company
 - 1.3 To consider and approve the appointment of Mr. YANG Guifang as the non-executive director of the Company
 - 1.4 To consider and approve the appointment of Mr. LI Haijian as the independent non-executive director of the Company
 - 1.5 To consider and approve the appointment of Mr. LIU Ming as the independent non-executive director of the Company

* *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.*

2. The resolution regarding the election of member of the third session of the board of supervisors of the Company
 - 2.1 To consider and approve the appointment of Mr. MA Yongyi as the external supervisor of the Company

SPECIAL RESOLUTION

3. To consider and approve the proposed amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.

By order of the Board
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.
LIU Yi
Joint Company Secretary

Shenzhen, the PRC
10 August 2023

Notes:

1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE EGM

Holders of H shares are advised that the register of members for H shares will be closed from Saturday, 26 August 2023 to Monday, 25 September 2023 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Monday, 25 September 2023 are entitled to attend and vote at the EGM. Holders of H shares of the Company who wish to attend the EGM 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, 25 August 2023.

2. PROXY

Shareholders entitled to attend and vote at the EGM 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 authorisation documents 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 EGM (i.e. before 10:00 a.m. on Sunday, 24 September 2023) or any adjournment thereof (as the case may be). Shareholders can still attend and vote in person at the EGM upon completion and return of the proxy form.

3. REPLY SLIP

Holders of H shares who intend to attend the EGM 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 Monday, 4 September 2023.

4. 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

5. PROCEDURES FOR VOTING AT THE EGM

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 EGM must be taken by poll.

6. OTHER BUSINESS

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

Shareholders or their proxies attending the EGM shall produce their identity documents.

As at the date of this notice, the executive directors of the Company are Ms. MA Hong and Mr. HUANG Min; the non-executive directors are Mr. LI Yingbao and Mr. YANG Guifang; the independent non-executive directors are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.