THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

CAPITAL INJECTION IN A WHOLLY-OWNED SUBSIDIARY, CDB AVIATION AND NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

The EGM will be held at 10:00 a.m. on Monday, 17 November 2025 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC.

A proxy form for use at the EGM 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 Sunday, 16 November 2025) 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.

29 October 2025

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

"Board" or "Board of Directors"	the board of directors of the Company
"CDB Aviation"	CDB Aviation Lease Finance Designated Activity Company, a direct wholly-owned subsidiary of the Company
"Company"	China Development Bank Financial Leasing Co., Ltd. (國銀金融租賃股份有限公司), 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 stock code of 1606
"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
"EGM"	the second extraordinary general meeting of 2025 of the Company to be held at 10:00 a.m. on Monday, 17 November 2025 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
"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
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	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
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

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)

Executive Directors:
Ms. MA Hong *(Chairman)*
Mr. JIN Tao *(Vice Chairman)*

Non-executive Directors:
Mr. ZHANG Kesheng
Mr. ZHANG Chuanhong

Independent Non-executive Directors:
Mr. LIU Ming
Mr. WANG Guiguo

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

29 October 2025

To the Shareholders

Dear Sir or Madam,

CAPITAL INJECTION IN A WHOLLY-OWNED SUBSIDIARY, CDB AVIATION AND NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

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 resolution to be proposed at the EGM as described below.

CAPITAL INJECTION IN A WHOLLY-OWNED SUBSIDIARY, CDB AVIATION

Reference is made to the announcement of the Company dated 29 October 2025 in relation to the capital injection in a wholly-owned subsidiary, CDB Aviation.

On 1 November 2024, the revised Administrative Measures on Financial Leasing Companies (《金融租賃公司管理辦法》) issued by the National Financial Regulatory Administration came into effect, requiring that capital indicators such as capital adequacy ratio, leverage ratio and leverage multiple of specialised subsidiaries of financial leasing companies shall be managed with reference to the standards for financial leasing companies. To implement the aforementioned regulatory requirements and enhance CDB Aviation's capital strength to promote its sound operations, the Board has considered the proposed capital injection of US$0.86 billion to CDB Aviation (the "**Capital Injection**"). Upon completion of the Capital Injection, the Company will continue to hold 100% equity interest in CDB Aviation. The amount of the Capital Injection will be paid by the Company's own funds.

The Directors are of view that the Capital Injection is a necessary measure to fulfill the requirements set by the National Financial Regulatory Administration for meeting the regulatory indicators of specialised subsidiaries of financial leasing companies, which is in line with the business positioning and strategic development planning of the Group. The Capital Injection will help CDB Aviation strengthen its capital strength and consolidate the foundation for development, effectively offset risks, enhance its market competitiveness and achieve sustainable development. The Directors therefore believe that the Capital Injection is in the interests of the Company and its Shareholders as a whole and will bring strategic benefits to the Group in the long run.

The Capital Injection has been considered and approved by the Board and is subject to approval by an ordinary resolution at the EGM. The Capital Injection is subject to review and approval by the Shenzhen Office of the National Financial Regulatory Administration, as well as the filing of an overseas direct investment with the National Development and Reform Commission. Upon obtaining the aforementioned external approvals, the Company will complete the Capital Injection. The Board also requests the EGM to authorise the Board, with such authorisation to be further delegated to chairman of the Company, to handle matters related to the Capital Injection, including external approvals, fund remittance and other related tasks.

EGM

The EGM will be held at 10:00 a.m. on Monday, 17 November 2025 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC. The notice convening the EGM is set out on pages 6 to 7 of this circular.

For determining the entitlement of the Shareholders to attend the EGM, the register of members will be closed from Wednesday, 12 November 2025 to Monday, 17 November 2025 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Monday, 17 November 2025 are entitled to attend and vote at the EGM. Shareholders who wish to attend the EGM 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 Tuesday, 11 November 2025.

PROCEDURES FOR VOTING AT THE EGM

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

RECOMMENDATION

The Directors are of the view that the resolution set out in the notice of the EGM 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 the resolution to be proposed at the EGM.

By order of the Board
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.
MA Hong
Chairman

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)

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NOTICE OF THE SECOND EGM OF 2025

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2025 (the "**EGM**") of China Development Bank Financial Leasing Co., Ltd. (the "**Company**") will be held at 10:00 a.m. on Monday, 17 November 2025 at the 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 resolution. Unless the content otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 29 October 2025:

ORDINARY RESOLUTION

1. To consider and approve the capital injection in a wholly-owned subsidiary, CDB Aviation Lease Finance Designated Activity Company.

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

Shenzhen, the PRC
29 October 2025

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Notes:

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

The register of members will be closed from Wednesday, 12 November 2025 to Monday, 17 November 2025 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Monday, 17 November 2025 are entitled to attend and vote at the EGM. Shareholders who wish to attend the EGM 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 Tuesday, 11 November 2025.

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 Shareholders who intend to appoint a proxy to attend the EGM, 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 EGM (i.e. before 10:00 a.m. on Sunday, 16 November 2025) 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. 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 EGM

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at the EGM must be taken by poll.

5. 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. JIN Tao; the non-executive directors are Mr. ZHANG Kesheng and Mr. ZHANG Chuanhong; and the independent non-executive directors are Mr. LIU Ming and Mr. WANG Guiguo.