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 or 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)

ELECTION OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE FIRST ESM OF 2026

The ESM will be held at 10:00 a.m. on Monday, 18 May 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 ESM 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, 17 May 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.

24 April 2026

* *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.*

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

"Board"	the board of directors of our 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 the 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
"ESM"	the first extraordinary Shareholders' meeting of 2026 of the Company to be held at 10:00 a.m. on Monday, 18 May 2026 at 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) contained 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$" or "Hong Kong dollars"	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" or "China"	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)"	holders 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

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(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

24 April 2026

To the Shareholders

Dear Sir or Madam,

ELECTION OF EXECUTIVE DIRECTOR AND NOTICE OF THE FIRST ESM OF 2026

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 ESM as described below.

ELECTION OF MR. BAO QUANYONG AS AN EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 24 April 2026 in relation to the nomination of an executive Director candidate. An ordinary resolution will be proposed at the ESM to consider and approve the election of Mr. BAO Quanyong ("**Mr. BAO**") as an executive Director.

The Board has considered and approved Mr. BAO as an executive Director candidate. Mr. BAO has confirmed that he has no disagreement in respect of the nomination. Mr. BAO's tenure as a Director will take effect upon being elected at the ESM and from the date of approval by the Shenzhen Office of the National Financial Regulatory Administration (the "**NFRA Shenzhen Office**"), until the date of expiry of the term of the third session of the Board with eligibility for re-election upon expiry of his term of office. If Mr. BAO is elected as an executive Director of the third session of the Board at the ESM and his Director qualification is approved by the NFRA Shenzhen Office, the Board will appoint Mr. BAO as the vice chairman of the Company.

Biographical details of Mr. BAO required to be disclosed in accordance with Rule 13.51(2) of the Listing Rules are as follows:

Mr. BAO Quanyong, aged 56. Mr. BAO served as an official at Jinggezhuang Mine, Kailuan Mining Bureau from July 1992 to September 1995. He held successive positions at the Tangshan Municipal Finance Bureau as clerk, deputy section chief and deputy director of the office from July 1998 to September 2002. From July 2005 to June 2016, he worked in the Finance and Accounting Bureau of China Development Bank, lastly as head of the financial planning division. He successively served as a committee member of the Communist Party, and vice president of Tibet Branch of China Development Bank from June 2016 to November 2019. He held roles at China Development Bank, including deputy director of the Finance and Accounting Bureau, director of the Financial Shared Services Centre, and deputy general manager of the Finance and Accounting Department from November 2019 to January 2026. He has been serving as deputy secretary of the Company's Communist Party since January 2026.

Mr. BAO graduated from the Department of Mathematics, Hebei University with a bachelor's degree in mathematics in July 1992. He obtained a master's degree in accounting from China University of Mining and Technology in July 1998. He graduated from the Graduate School of the Research Institute for Fiscal Science of the Ministry of Finance in July 2005 with a doctorate in economics, majoring in finance.

Save as disclosed in this circular, Mr. BAO has confirmed that, as at the date of this circular: (1) he has not held any directorships in other public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years, and he does not hold any other major appointments or professional qualifications; (2) he does not hold any position in the Company or any of its subsidiaries; (3) he does not have any relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and any of its subsidiaries; (4) he does not hold any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong); and (5) there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to his appointment that needs to be brought to the attention of the Shareholders.

If Mr. BAO is elected an executive Director at the ESM and his qualification as a Director is approved by the NFRA Shenzhen Office, the Company will enter into a service contract with him. He will receive his remuneration or allowances during his term of office in accordance with the remuneration plan for Directors of the Company and remuneration management system of the Company. The Company will disclose the Directors' remuneration or allowances in its annual report each year.

THE ESM

The ESM will be held at 10:00 a.m. on Monday, 18 May 2026 at Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC. The notice of the ESM is set out on pages 6 to 7 of this circular.

For determining the entitlement of the Shareholders to attend the ESM, the register of members will be closed from Wednesday, 13 May 2026 to Monday, 18 May 2026 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Monday, 18 May 2026 are entitled to attend and vote at the ESM. Shareholders who wish to attend the ESM 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, 12 May 2026.

PROCEDURES FOR VOTING AT THE ESM

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

RECOMMENDATION

The Directors are of the view that the resolution set out in the notice of the ESM to be considered and approved by the Shareholders is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolution to be proposed at the ESM.

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)

(Stock Code: 1606)

NOTICE OF THE FIRST ESM OF 2026

NOTICE IS HEREBY GIVEN that the first extraordinary shareholders' meeting of 2026 (the "**ESM**") of China Development Bank Financial Leasing Co., Ltd. (the "**Company**") will be held at 10:00 a.m. on Monday, 18 May 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 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 24 April 2026:

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. BAO Quanyong as an executive Director.

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

Shenzhen, the PRC
24 April 2026

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Notes:

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

The register of members will be closed from Wednesday, 13 May 2026 to Monday, 18 May 2026 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Monday, 18 May 2026 are entitled to attend and vote at the ESM. Shareholders who wish to attend the ESM 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, 12 May 2026.

2. PROXY

Shareholders entitled to attend and vote at the ESM 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 ESM, 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 ESM (i.e. before 10:00 a.m. on Sunday, 17 May 2026) or any adjournment thereof (as the case may be). Shareholders can still attend and vote in person at the ESM 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 ESM

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

5. OTHER BUSINESS

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

Shareholders or their proxies attending the ESM 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.