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
EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORIZATION RELATED TO THE ISSUANCE OF TIER-2 CAPITAL BONDS
AND
NOTICE OF THE SECOND EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

The ESM will be held at 10:00 a.m. on Tuesday, 24 November 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 Monday, 23 November 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.

5 November 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
"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
"ESM"	the second extraordinary shareholders' meeting of 2026 of the Company to be held at 10:00 a.m. on Tuesday, 24 November 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
"independent third party(ies)"	individual(s) or company(ies) independent to, and does/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 its/their respective associates
"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)"	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



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Executive Director:
Mr. BAO Quanyong *(Performing the duties of the Chairman, Vice 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

5 November 2026

To the Shareholders

Dear Sir or Madam,

ELECTION OF EXECUTIVE DIRECTOR
EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORIZATION RELATED TO THE ISSUANCE OF TIER-2 CAPITAL BONDS
AND
NOTICE OF THE SECOND EXTRAORDINARY SHAREHOLDERS' MEETING 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 resolutions to be proposed at the ESM as described below.

ELECTION OF MS. LIU HUI AS AN EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 22 October 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 Ms. LIU Hui ("**Ms. LIU**") as an executive Director.

The Board has considered and approved Ms. LIU as an executive Director candidate. Ms. LIU has confirmed that she has no disagreement in respect of the nomination. The appointment of Ms. LIU as a Director will take effect upon being elected and approved 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 her term of office. If Ms. LIU is elected as an executive Director of the third session of the Board at the ESM and her Director qualification is approved by the NFRA Shenzhen Office, the Board will appoint Ms. LIU as the chairman of the Company.

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

Ms. LIU Hui, aged 56. Ms. LIU successively served at the Finance and Accounting Bureau, the Finance and Accounting Division of the Wuhan Branch, the Investment Business Bureau and the Market and Investment Bureau of China Development Bank from July 1996 to April 2018, with her last position being deputy director of the Market and Investment Bureau; from April 2018 to April 2019, she served as the deputy secretary of the Communist Party and the secretary of the Disciplinary Committee (at director-general level) of the Company; from April 2019 to April 2020, she served as the deputy secretary of the Communist Party (at director-general level) of CDB Securities Company Limited, and concurrently served as the chairman of the board of supervisors (from September 2019 to April 2020) of CDB Securities Company Limited; from April 2020 to May 2023, she successively served as the director of the Market and Investment Bureau and the general manager of the Market and Investment Department of China Development Bank; from May 2023 to May 2026, she served as the chairman and the secretary of the Communist Party of CDB Securities Company Limited; and since May 2026, she has served as the secretary of the Communist Party of the Company.

Ms. LIU graduated from Renmin University of China in July 1993, majoring in international accounting; and graduated from Renmin University of China in July 1996 with a master's degree in accounting.

Save as disclosed in this circular, Ms. LIU has confirmed that, as at the date of this circular: (1) she 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 she does not hold any other major appointments or professional qualifications; (2) she does not hold any position in the Company or any of its subsidiaries; (3) she does not have any relationships with any Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company and any of its subsidiaries; (4) she does not hold any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 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 her appointment that needs to be brought to the attention of the Shareholders.

If Ms. LIU is elected as an executive Director at the ESM and her qualification for directorship is approved by the NFRA Shenzhen Office, the Company will enter into a service contract with her. Ms. LIU will receive remuneration and benefits in accordance with the Company's Director remuneration management system and the remuneration management policies for senior management and other relevant remuneration policies, and no separate Director's remuneration will be payable to her. The amount of Ms. LIU's remuneration (including any fixed or discretionary bonus) has not yet been determined and will be determined by the Board after the end of each financial year based on the recommendation of the Remuneration Committee of the Board and with reference to her duties and responsibilities in the Company, her experience and prevailing market conditions. Details of Ms. LIU's Director's remuneration (including any fixed or discretionary bonus and the portion covered by the service contract (if any)) will be disclosed in the annual reports to be published by the Company thereafter.

EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORIZATION RELATED TO THE ISSUANCE OF TIER-2 CAPITAL BONDS

References are made to the circular dated 7 June 2024 and the announcement dated 28 June 2024 of the Company, in relation to the general mandate to issue tier-2 capital bonds approved by the Company at the 2023 annual general meeting (the "**2023 Annual General Meeting**"). The relevant issuance proposal shall be valid from the date of approval at the 2023 Annual General Meeting (i.e. 28 June 2024) to 31 December 2026. On 29 September 2025, the NFRA Shenzhen Office issued the Approval Regarding the Overseas Issuance of Tier-2 Capital Bonds by China Development Bank Financial Leasing Co., Ltd. (Shen Jin Fu [2025] No. 371), authorising the Company to issue tier-2 capital bonds overseas in an amount not more than US$1 billion. On 10 November 2025, the Company issued tier-2 capital bonds of US$500 million in overseas markets, and the remaining issuance quota under the approval stands at US$500 million, valid until 28 September 2027.

In order to continuously optimize the capital structure of the Company, meet the capital-related regulatory requirements, and enhance the Company's ability for stable operation and sustainable development, the Company will, in accordance with its business plans and capital replenishment needs, propose a special resolution at the ESM to consider and approve the extension of the validity period of the authorization related to the issuance of tier-2 capital bonds. The content of the proposal shall not extend beyond the scope approved at the 2023 Annual General Meeting. Details of which are as follows:

It is proposed that subject to obtaining the approval at the shareholders' meeting and relevant regulatory authorities, the Company shall issue qualified tier-2 capital instruments on the following terms and conditions:

1.	Total amount of issuance:	not more than US$500 million, to be included in the tier-2 capital of the Company in accordance with the relevant requirements;
2.	Type of instrument:	overseas tier-2 capital bonds which are issued in compliance with the Administrative Measures on Financial Leasing Companies, the Administrative Measures for the Capital of Commercial Banks, the Notice from the General Office of the China Banking Regulatory Commission on Matters Relating to the Issuance of Tier-2 Capital Bonds by Financial Leasing Companies and relevant regulations;
3.	Issuing markets:	overseas markets, and to be issued in one or more tranches in accordance with the relevant procedures and within the timeframe approved by regulatory authorities;

4.	Term:	not less than 5 years generally, and without any redemption incentive clauses;
5.	Method of loss absorption:	upon the occurrence of the triggering events specified in the offering documents, the loss absorption will be achieved through a write-down mechanism;
6.	Issuing interest rate:	with reference to market interest rates;
7.	Use of proceeds:	to replenish tier-2 capital of the Company and optimize its capital structure;
8.	Term of validity of the resolution:	from the date of approval at the shareholders' meeting on the issuance of this qualified capital instrument to 28 September 2027;
9.	Authorization matters:	It is proposed at the ESM to authorize the Board, and agree the Board to delegate such authority to the senior management of the Company, and agree the senior management to redelegate such authority within the scope of the delegated authorizations in accordance with the regulations and approval requirements issued by the relevant regulatory authorities, to decide and handle the matters in relation to the plan, specific terms and issuance of qualified tier-2 capital bonds based on the specific conditions, including but not limited to producing, amending and signing all relevant documents, handling all matters in relation to such issuance including submission to domestic and overseas regulatory authorities (including stock exchanges) for approval and handling all subsequent matters for newly issued and existing capital bonds during their terms, handling redemption of newly issued and existing capital bonds, and upon the occurrence of a triggering event, ensuring that the qualified tier-2 capital instruments will be written down in accordance with the relevant agreements in a timely manner. It is proposed to delegate to the senior management of the Company the authority, and agree the senior management to redelegate such authority within the scope of the delegated authorizations to exercise each of the powers within the scope of the foregoing authorizations from the date of approval of such authorization and delegation at the ESM.

THE ESM

The ESM will be held at 10:00 a.m. on Tuesday, 24 November 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 8 to 9 of this circular.

For determining the entitlement of the Shareholders to attend the ESM, the register of members will be closed from Thursday, 19 November 2026 to Tuesday, 24 November 2026 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Tuesday, 24 November 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 Wednesday, 18 November 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 resolutions set out in the notice of the ESM to be considered and approved by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions to be proposed at the ESM.

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

国银金租
CHINA DEVELOPMENT BANK LEASING

國銀金融租賃股份有限公司*

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NOTICE OF THE SECOND EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

NOTICE IS HEREBY GIVEN that the second 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 Tuesday, 24 November 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 5 November 2026:

ORDINARY RESOLUTION

1. To consider and approve the election of Ms. LIU Hui as an executive Director.

SPECIAL RESOLUTION

2. To consider and approve the extension of the validity period of the authorization related to the issuance of tier-2 capital bonds.

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

Shenzhen, the PRC
5 November 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 Thursday, 19 November 2026 to Tuesday, 24 November 2026 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Tuesday, 24 November 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 Wednesday, 18 November 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 Monday, 23 November 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 Mr. BAO Quanyong; 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.