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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 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual general meeting (the “**2016 Annual General Meeting**”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) will be held at 9:30 a.m. on Wednesday, 31 May 2017 at the Meeting Room, 49/F, New World Center, No. 6009 Yitian Road, Futian District, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass the following resolutions:

Ordinary Resolutions

1. to consider and approve the annual report for the year 2016;
2. to consider and approve the final financial report for the year 2016;
3. to consider and approve the report of financial budget for the year 2017;
4. to consider and approve the report of the Board of Directors for the year 2016;
5. to consider and approve the report of the Board of Supervisors for the year 2016;
6. to consider and approve the remuneration package for Directors and Supervisors;
7. to consider and approve the profit distribution plan for the year 2016;

* *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.*

Special Resolution

- to consider and approve the general mandate to issue debt financing instruments; and

Other Business

- to receive the special report on related party transactions of the Board of Directors for the year 2016.

By order of the Board
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.
WANG Xuedong
Chairman

Shenzhen, the PRC
13 April 2017

Notes:

1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE 2016 ANNUAL GENERAL MEETING

Holders of H Shares are advised that the register of members for H Shares will be closed from Monday, 1 May 2017 to Wednesday, 31 May 2017 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Wednesday, 31 May 2017 are entitled to attend and vote at the 2016 Annual General Meeting. Holders of H Shares of the Company who wish to attend the 2016 Annual General Meeting 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, 28 April 2017.

2. PROXY

Shareholders entitled to attend and vote at the 2016 Annual General Meeting 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 authorisations document 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 2016 Annual General Meeting (i.e. before 9:30 a.m. on 30 May 2017) or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the 2016 Annual General Meeting upon completion and return of the proxy form.

3. REPLY SLIP

Holders of H Shares who intend to attend the 2016 Annual General Meeting 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 Thursday, 11 May 2017.

4. CONTACT DETAILS OF THE COMPANY

Contact Address: 50–52/F, New World Center, No. 6009 Yitian Road, Futian District, Shenzhen, Guangdong Province, the PRC
Contact Person: QIU Xiaodong/BAI huihui
Contact Telephone: (86) 18038180393/(86) 18038180376
Contact Fax: (86) 755 2398 0900

5. PROCEDURES FOR VOTING AT THE 2016 ANNUAL GENERAL MEETING

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 2016 Annual General Meeting must be taken by poll.

6. OTHER BUSINESS

The 2016 Annual General Meeting is expected to last for approximately half a day. Shareholders (in person or by proxy) attending the 2016 Annual General Meeting are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the 2016 Annual General Meeting shall produce their identity documents.

As at the date of this notice, the executive Directors are Mr. WANG Xuedong, Mr. FAN Xun and Mr. HUANG Min; the non-executive Directors are Mr. GENG Tiejun, Ms. LIU Hui and Mr. LI Yingbao; and the independent non-executive Directors are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.