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**国银租赁**

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 EXTRAORDINARY GENERAL MEETING OF 2018**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2018 (the “EGM”) of China Development Bank Financial Leasing Co., Ltd. (the “Company”) will be held at 10:00 a.m. on Wednesday, 28 February 2018 at 21/F, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to approve the following resolutions:

### **ORDINARY RESOLUTIONS**

1. to consider and approve the change of registered address of the Company;
2. to consider and approve the election of Mr. Peng Zhong as an executive director of the first session of the board of directors of the Company;
3. to consider and approve the Implementation Rules for Qualification, Election and Appointment Procedures of Directors and Senior Management of China Development Bank Financial Leasing Co., Ltd.;
4. to consider and approve the Amendments to the Rule of Procedures of the Board of Supervisors of China Development Bank Financial Leasing Co., Ltd.;
5. to consider and approve the election of Mr. Ma Yongyi as an external supervisor of the Company;

\* *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.*

6. to consider and approve the Administrative Measures for the Allowances for Supervisors of China Development Bank Financial Leasing Co., Ltd.; and

### **SPECIAL RESOLUTION**

7. to consider and approve the 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.**  
**WANG Xuedong**  
*Chairman*

Shenzhen, the PRC  
12 January 2018

*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 Monday, 29 January 2018 to Wednesday, 28 February 2018 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Wednesday, 28 February 2018 are entitled to attend and vote at the EGM. Holders of H Shares 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, 26 January 2018.

- 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 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 EGM (i.e. before 10:00 a.m. on Tuesday, 27 February 2018) or any adjournment thereof (as the case may be). Shareholders can still attend and vote 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 Thursday, 8 February 2018.

### **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: CHEN Zhuo  
Contact Telephone: (86) 18038180252  
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 will 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 Mr. WANG Xuedong 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.*