

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2021
SECOND EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2021 second extraordinary general meeting (the “EGM”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 29 December 2021 at 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:

ORDINARY RESOLUTIONS

1. To consider and approve the renewal of Framework Agreements entered into with China Development Bank on Continuing Connected Transactions for 2022 to 2024 and the Proposed Annual Caps, including:
 - 1.1 the New Financing Service Framework Agreement and the Proposed Annual Caps for the years 2022 to 2024 thereunder;
 - 1.2 the New Deposit Service Framework Agreement and the Proposed Annual Caps for the years 2022 to 2024 thereunder;
 - 1.3 the New Debt Financing Instruments Investment Framework Agreement and the Proposed Annual Caps for the years 2022 to 2024 thereunder; and
2. To consider and approve the finance lease transaction in relation to the sale-and-leaseback of manufacturing equipment and ancillary facilities with SiEn (QingDao) Integrated Circuits Co., Ltd. (芯恩(青島)集成電路有限公司).

OTHER BUSINESS

3. To receive the report on the execution of the Proposal on the Authorization to the Board at the Shareholders' General Meeting of China Development Bank Financial Leasing Co., Ltd. in 2020.

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

Shenzhen, the PRC

12 November 2021

* 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.

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 November 2021 to Wednesday, 29 December 2021 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Wednesday, 29 December 2021 are entitled to attend and vote at the EGM. Holders of H shares of the Company 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 November 2021.

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 authorization documents 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, 28 December 2021) 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. 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 Wednesday, 8 December 2021.

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 Cheng
Contact Telephone:	(86) 755 2398 9425
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 must be taken by poll.

6. PRECAUTIONARY MEASURES FOR COVID-19

In order to implement the current requirements regarding the prevention and control on the outbreak of COVID-19, protect the health and safety of the Shareholders and the attendees of the EGM, and ensure the exercise of shareholder's rights by the Shareholders, the Shareholders are recommended to vote at the EGM through filling in and submitting the proxy form, that is, the Shareholders may exercise their voting rights through indicating their voting intention in the proxy form for the EGM and designating the chairman of the EGM as their proxy.

Strict COVID-19 prevention measures will be adopted at the venue of the EGM. The Company reminds the Shareholders and the persons concerned who attend the EGM in person to adopt proper personal protection measures, wear facial masks, and cooperate with temperature check, health information inquiry and authentication and other matters in compliance with relevant COVID-19 prevention and control requirements. Shareholders and persons concerned who come from mid-to-high-risk areas or relevant cities hit by COVID-19 are required to communicate with the Company's conference contacts in advance on the latest COVID-19 prevention requirements.

If any Shareholders of H shares have the intention to attend the EGM in person or have any other questions about the EGM, please contact Computershare Hong Kong Investor Services Limited, the H share registrar of the Company via the following means:

Address:	17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel no.:	852-28628555
Fax no.:	852-28650990
E-mail address:	hkinfo@computershare.com.hk

7. 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. PENG Zhong and Mr. HUANG Min; the non-executive directors of the Company are Mr. LI Yingbao, Mr. YANG Guifang and Mr. WANG Bangyi; and the independent non-executive directors of the Company are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.