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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, the proxy form and the reply slip to the purchaser or transferee or to the bank or stockbroker or other licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ANNUAL REPORT FOR THE YEAR 2021
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021
FINAL FINANCIAL REPORT FOR THE YEAR 2021
REPORT OF FINANCIAL BUDGET FOR THE YEAR 2022
RE-APPOINTMENT OF ACCOUNTING FIRM FOR THE YEAR 2022
REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021
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THE REMUNERATION PLAN FOR DIRECTORS
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MAJOR TRANSACTION – PURCHASE OF TWO VESSELS AND RELATED
OPERATING LEASE TRANSACTIONS
AND
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS**

The 2021 Annual General Meeting will be held at 10:00 a.m. on Tuesday, 28 June 2022 at the Meeting Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC.

A proxy form for use at the 2021 Annual General Meeting has been dispatched on 13 May 2022 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 corresponding proxy form in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours (i.e. 10:00 a.m. on Monday, 27 June 2022) before the respective time fixed for holding such meeting 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. Shareholders who intend to attend such meeting in person or by proxy should complete and return the reply slip dispatched on 13 May 2022 in accordance with the instructions printed thereon on or before Tuesday, 7 June 2022.

* 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.

7 June 2022

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2021 Annual General Meeting”	the 2021 annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 June 2022 at the Meeting Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“Board of Supervisors”	the board of supervisors of our Company
“Buyers”	Tianjin Shengli-II Leasing Limited* (天津勝利二號租賃有限公司) and Tianjin Shengli-III Leasing Limited* (天津勝利三號租賃有限公司), both companies are incorporated in Tianjin, the PRC and are wholly-owned special purpose vehicles of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“CBIRC Shenzhen Office”	Shenzhen Office of China Banking and Insurance Regulatory Commission
“CDB”	China Development Bank, a company established in the PRC in 1994 and converted into a company with limited liability in 2017, the Controlling Shareholder of the Company which holds 64.40% equity interest of the Company
“Company” or “our Company”	China Development Bank Financial Leasing Co., Ltd., a joint stock limited company incorporated in the PRC on 25 December 1984, the H Shares of which are listed on the Stock Exchange with the stock code of 1606
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company

DEFINITIONS

“Domestic Share(s)”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“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\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“independent third party(ies)”	individuals or companies independent to, and 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 their respective associates
“Latest Practicable Date”	3 June 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“LNG Carrier”	liquefied natural gas carrier
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PRC”	the People’s Republic of China
“PRC Company Law”	the Company Law of the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Sellers”	Gas-four Ltd., a special purpose vehicle incorporated in Bermuda, which is principally engaged in transportation business and indirectly wholly-owned by GasLog Partners LP, a company listed on the New York Stock Exchange with stock code of GLOP, and Gas-nine Ltd., a special purpose vehicle incorporated in Bermuda, which is principally engaged in transportation business and indirectly wholly-owned by GasLog Ltd., a company previously listed on the New York Stock Exchange with stock code of GLOG, which was privatized and delisted in June 2021. The ultimate beneficial owners of GasLog Ltd. are Blenheim Holdings Ltd. (indirectly controlled by Mr. Peter G. Livanos through Ceres Shipping Ltd.) and GEPIF III Bravo AIV, LP (managed by BlackRock Alternatives Management, LLC)
“SFO”	Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong
“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
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“USD”	United States dollar(s), the lawful currency of the United States
“Vessels”	two LNG Carriers
“Vessel Purchase Agreements”	the purchase agreements in respect of Vessels to be entered into between Buyers and Sellers upon approval at the 2021 Annual General Meeting
“%”	percent

LETTER FROM THE BOARD



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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)

Executive Directors:

Ms. Ma Hong (*Chairman*)

Mr. Peng Zhong (*Vice Chairman*)

Mr. Huang Min

Non-executive Directors:

Mr. Li Yingbao

Mr. Yang Guifang

Independent Non-executive Directors:

Mr. Zheng Xueding

Mr. Xu Jin

Mr. Zhang Xianchu

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

7 June 2022

To the Shareholders

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2021
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LETTER FROM THE BOARD

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 2021 Annual General Meeting as described below.

At the 2021 Annual General Meeting, ordinary resolutions will be proposed to (i) consider and approve the annual report for the year 2021; (ii) consider and approve the profit distribution plan for the year 2021; (iii) consider and approve the final financial report for the year 2021; (iv) consider and approve the report of financial budget for the year 2022; (v) consider and approve the re-appointment of accounting firm for the year 2022; (vi) consider and approve the report of the Board of Directors for the year 2021; (vii) consider and approve the report of the Board of Supervisors for the year 2021; (viii) consider and approve the amendments to the plan on authorization to the Board granted by the general meeting; (ix) consider and approve the amendments to the Equity Management Measures of China Development Bank Financial Leasing Co., Ltd.; (x) consider and approve the amendments to the Rules of Procedure of the Board of Supervisors of China Development Bank Financial Leasing Co., Ltd.; (xi) consider and approve the formulation of the Remuneration Management Measures for Directors and Supervisors of China Development Bank Financial Leasing Co., Ltd.; (xii) consider and approve the remuneration plan for Directors; (xiii) consider and approve the remuneration plan for Supervisors; and (xiv) consider and approve the transaction in relation to the purchase of two LNG Carriers from GasLog Partners LP and GasLog Ltd. and related operating lease transactions; and special resolution will be proposed to (i) consider and approve the general mandate to issue debt financing instruments.

ANNUAL REPORT FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the annual report for the year 2021. Please refer to the Company's annual report for the year 2021 published on 27 April 2022 on the websites of the Stock Exchange and the Company.

PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the profit distribution plan for the year 2021.

Pursuant to the relevant requirements as stipulated in the PRC Company Law and the Articles of Association, and taking into consideration the needs of capital with respect to Shareholders' returns and the business development of the Company, the Board recommended the profit distribution plan for the year 2021 as follows:

1. The net profit of the Group as at the end of 2021 amounted to RMB3,922,212,335; the total amount of dividend distribution amounted to RMB1,176,626,307, accounting for 30% of the net profit of the Group for the year 2021.

LETTER FROM THE BOARD

2. Based on the total share capital of the Company of 12,642,380,000 Shares, for the year ended 31 December 2021, the Company distributes a final dividend of RMB0.9307 per 10 Shares (inclusive of tax), and the corresponding profit distribution amounted to RMB1,176,626,306.60. In principle, payments will be made to holders of Domestic Shares in RMB and holders of H Shares in HK\$. The exchange rate of HK\$ will be the average closing price of HK\$ against RMB announced by the PBOC for the five working days prior to the date of dividend distribution declaration. Specific currencies for payment will be adjusted in accordance with the actual situation.

FINAL FINANCIAL REPORT FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the final financial report for the year 2021.

The audited financial statements which were prepared in compliance with the International Financial Reporting Standards and the auditor's report of the Company for the year 2021 have been set out in the Company's annual report for the year 2021. Please refer to the Company's annual report for the year 2021 published on 27 April 2022 on the websites of the Stock Exchange and the Company.

REPORT OF FINANCIAL BUDGET FOR THE YEAR 2022

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the report of financial budget for the year 2022.

To implement the development strategy of the Company, seize significant strategic opportunities in the leasing industry during the "Fourteenth Five-year" period, and maintain steady growth of the Company's business in 2022, the operating expense budget of the Company for 2022 is approximately RMB17,623 million, representing a year-on-year decrease of RMB154 million or 0.87% as compared with the same period of 2021. The fixed asset investment budget is approximately RMB15 million.

The above budget amounts are only estimated according to the Company's business plans. The actual expenditures for specific business should be charged based on actual price and market conditions when the business occurs.

RE-APPOINTMENT OF ACCOUNTING FIRM FOR THE YEAR 2022

An ordinary resolution will be proposed at the 2021 Annual General Meeting in respect of the re-appointment of accounting firm for the year 2022.

Considering that Ernst & Young Hua Ming LLP (issuance of audit report in accordance with the PRC standards) and Ernst & Young Certified Public Accountants (issuance of audit report in accordance with the international standards) (hereinafter collectively referred to as "Ernst & Young") can adhere to the principle of independent audit during the Company's audit

LETTER FROM THE BOARD

works in 2021 and perform their duties in accordance with the Accounting Standards for Business Enterprises and the relevant accounting rules, and the content of the reports is fair and impartial, the Company proposes to re-appoint Ernst & Young as its financial auditor and other conventional audit institution in 2022, with the term of appointment starting from 1 January 2022 till the date of making a resolution relating to the appointment of the accounting firm at the 2022 annual general meeting of the Company. It is also proposed at the 2021 Annual General Meeting to approve the authorization to the Board and the delegation by the Board to the management to determine the service fees in accordance with Ernst & Young's service scope, workload and other factors.

REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the report of the Board of Directors for the year 2021. Please refer to the report of the Board of Directors as set out in the Company's annual report for the year 2021 published on the websites of the Stock Exchange and the Company on 27 April 2022.

REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the report of the Board of Supervisors for the year 2021. Please refer to the report of the Board of Supervisors as set out in the Company's annual report for the year 2021 published on the websites of the Stock Exchange and the Company on 27 April 2022.

PROPOSED AMENDMENTS TO THE PLAN ON AUTHORIZATION TO THE BOARD GRANTED BY THE GENERAL MEETING

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the proposed amendments to the plan on authorization to the Board granted by the general meeting.

In order to ensure the standardized and effective operation of the governance mechanism of the Company, clarify the division of rights and responsibilities among the shareholders' general meeting, the Board of Directors and the senior management, optimize the authorization system, promote scientific decision-making, the Company intends to amend the plan on authorization to the Board granted by the general meeting in accordance with the PRC Company Law, the Corporate Governance Standards for Banking and Insurance Institutions, the Listing Rules and other relevant laws and regulations as well as the Articles of Association, together with the supervision and inspection opinions and the specific practice of corporate governance. The proposed amendments have been considered and approved by the Board and are subject to the approval at the 2021 Annual General Meeting by way of ordinary resolution.

Please refer to Appendix I of this circular for details of the proposed amendments to the plan on authorization to the Board granted by the general meeting.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the proposed amendments to the Equity Management Measures of China Development Bank Financial Leasing Co., Ltd.

In order to further strengthen the equity management, regulate the behaviors of the Shareholders and safeguard the legitimate rights and interests of Shareholders, the Company intends to amend the Equity Management Measures in compliance with the requirements of documents including the PRC Company Law, the Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, the Interim Measures for the Equity Management of Commercial Banks, the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial), the Implementation Measures of CBIRC on Administrative Licensing of Non-bank Financial Institutions, the Corporate Governance Standards for Banking and Insurance Institutions, the Administrative Measures on Financial Leasing Companies, together with the actual conditions, to further clarify the responsibilities of the Company's equity management, Shareholders' evaluation and reporting, Shareholders' qualifications and obligations, as well as the relevant provisions in relation to capital increase, capital reduction and share repurchase, share pledge, dividend distribution, etc. The proposed amendments have been considered and approved by the Board and are subject to the approval at the 2021 Annual General Meeting by way of ordinary resolution.

Please refer to Appendix II of this circular for details of the proposed amendments to the Equity Management Measures.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the proposed amendments to the Rules of Procedure of the Board of Supervisors of China Development Bank Financial Leasing Co., Ltd.

The Company intends to amend the Rules of Procedure of the Board of Supervisors in accordance with regulatory requirements such as the Corporate Governance Standards for Banking and Insurance Institutions and the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial). The proposed amendments have been considered and approved by the Board of Supervisors and are subject to the approval at the 2021 Annual General Meeting by way of ordinary resolution.

Please refer to Appendix III of this circular for details of the proposed amendments to the Rules of Procedure of the Board of Supervisors.

LETTER FROM THE BOARD

PROPOSED FORMULATION OF THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS AND SUPERVISORS OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the proposed formulation of the Remuneration Management Measures for Directors and Supervisors of China Development Bank Financial Leasing Co., Ltd.

The Company intends to formulate the remuneration management measures for Directors and Supervisors in accordance with the PRC Company Law, the Corporate Governance Standards for Banking and Insurance Institutions, the Supervisory Guidelines on Sound Remuneration in Commercial Banks, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and other relevant laws and regulations, and the Articles of Association and other relevant provisions. The proposed formulation has been considered and approved by the Board and is subject to the approval at the 2021 Annual General Meeting by way of ordinary resolution.

Please refer to Appendix IV of this circular for details of the proposed formulation of the Remuneration Management Measures for Directors and Supervisors.

THE REMUNERATION PLAN FOR DIRECTORS

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the remuneration plan for Directors.

According to regulations including the Articles of Association, the Terms of Reference of the Remuneration Committee of the Board of Directors of China Development Bank Financial Leasing Co., Ltd. (《國銀金融租賃股份有限公司董事會薪酬委員會工作規則》), the Management Measures with regards to the Remuneration for Directors and Supervisors of China Development Bank Financial Leasing Co., Ltd. (《國銀金融租賃股份有限公司董事、監事薪酬管理辦法》), and with reference to the remuneration level of the domestic listed companies in the same industry and combined with the actual operation of the Company, the remuneration plan for Directors has been formulated as follows:

- I. Applicable targets: Directors of the Company
- II. Applicable term: Commencing on the date when this resolution is approved at the 2021 Annual General Meeting and ending upon the new remuneration plan is approved.
- III. Remuneration standards and payment method

LETTER FROM THE BOARD

(1) Executive Directors' remuneration

The remuneration of executive Directors shall comprise basic remuneration, performance-based remuneration and benefits. A targeted annual remuneration system shall be adopted. The basic annual remuneration (fixed remuneration) shall represent the annual fixed income, which shall be determined based on the target annual remuneration by a certain fixed and variable ratio; the performance bonus (variable remuneration) shall be linked to the annual operating results of the Company. The basic annual remuneration shall be paid on a monthly basis, while the performance bonus shall be calculated and settled after the end of annual evaluation according to the principle of first-review-then-realize, of which 50% shall adopt a three-year deferred payment with the annual payment proportion within the three-year period of 16%, 16% and 18%, respectively. In addition, the remuneration package of executive Directors shall also include social insurance, housing provident fund, enterprise annuity, supplementary medical insurance and other welfare benefits. The executive Directors who hold management positions in the Company (including the president, vice presidents and other senior management) shall receive remuneration based on their management positions in accordance with the relevant remuneration system of the Company.

(2) Non-executive Directors' remuneration

Non-executive Directors who do not hold management positions in the Company shall not receive remuneration from the Company in accordance with the relevant regulations and requirements of the Shareholder entities that appoint such Directors.

Non-executive Directors who are not appointed by Shareholder entities shall receive remuneration with reference to the standard allowance for independent Directors.

(3) Employee representative Directors' remuneration

Employee representative Directors shall receive remuneration in accordance with the Company's employee remuneration management system, and shall not receive additional Directors' remuneration.

(4) Independent Directors' remuneration

The standard allowance for independent Directors is RMB400,000 per person per year, which is payable on a monthly basis in equal portions.

THE REMUNERATION PLAN FOR SUPERVISORS

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the remuneration plan for Supervisors.

LETTER FROM THE BOARD

According to regulations including the Articles of Association, the Terms of Reference of the Remuneration Committee of the Board of Directors of China Development Bank Financial Leasing Co., Ltd. (《國銀金融租賃股份有限公司董事會薪酬委員會工作規則》), the Management Measures with regards to the Remuneration for Directors and Supervisors of China Development Bank Financial Leasing Co., Ltd. (《國銀金融租賃股份有限公司董事、監事薪酬管理辦法》), and with reference to the remuneration level of the domestic listed companies in the same industry and combined with the actual operation of the Company, the remuneration plan for Supervisors has been formulated as follows:

(1) Remuneration standards for Supervisors

It is proposed that the shareholders' general meeting shall consider the remuneration standards for Supervisors, and approve the specific amount determined by the Board of Supervisors based on the qualifications and performance of Supervisors.

Type of Supervisor	Remuneration Standard
Employee representative Supervisor	No additional remuneration
Part-time shareholder Supervisor	RMB30,000-50,000, unless otherwise required by the supervisory unit
Part-time external Supervisor	RMB150,000-250,000
Chairman of the Board of Supervisors	RMB800,000-1,800,000 for full-time chairman and RMB400,000-800,000 for part-time chairman, unless otherwise required by the supervisory unit

MAJOR TRANSACTION – PURCHASE OF TWO VESSELS FROM GASLOG PARTNERS LP AND GASLOG LTD. AND RELATED OPERATING LEASE TRANSACTIONS

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the purchase of two LNG Carriers from GasLog Partners LP and GasLog Ltd. and related operating lease transactions.

Reference is made to the announcement of the Company dated 20 May 2022 in relation to (among others) the two wholly-owned special purpose vehicles of the Company (as the Buyers) reaching an agreement with the Sellers on the principal terms of the Vessel Purchase Agreements, pursuant to which the Sellers agreed to sell and the Buyers agreed to purchase the two Vessels at a consideration of USD270,400,000 (equivalent to approximately RMB1,824,848,480). As additional time is required by the Company to prepare the relevant contents of this resolution, the Company will publish and dispatch a supplemental circular to disclose the details of this resolution as soon as practicable.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the 2021 Annual General Meeting to approve the general mandate granted to the Board to issue debt financing instruments.

According to the provisions of the PRC Company Law, the Listing Rules and the Articles of Association, in order to broaden financing channels, enhance financing ability and reduce financing costs of the Company, the Company plans to issue not more than RMB43 billion or its equivalent of domestic debt financing instruments (“**Domestic Debt Financing Instruments**”) and overseas debt financing instruments (“**Overseas Debt Financing Instruments**”) (collectively referred to as “**Debt Financing Instruments**”).

In order to leverage on the favorable opportunities in the market, the Board intends to propose at the 2021 Annual General Meeting to grant a general mandate to the Board to issue Debt Financing Instruments of the Company. The details are as follows:

1. Types of Debt Financing Instruments

Domestic Debt Financing Instruments will consist of (as the case may be) ordinary bonds (such as financial bonds, private targeted debt instruments, short-term commercial paper, medium-term notes, super short-term commercial paper and other types which can be issued as permitted by regulatory authorities). Overseas Debt Financing Instruments will consist of (as the case may be) senior unsecured bonds and other types of financing instruments.

2. Issuer, Targets and Method of Issuance of Debt Financing Instruments

Issuer:	the Company and/or its subsidiaries will be the issuer of the Domestic Debt Financing Instruments. The Company and/or its overseas subsidiaries will be the issuer of Overseas Debt Financing Instruments.
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Targets of issuance:	the domestic and overseas investors who meet the conditions for the offering of the issuance, which may include CDB (which is the Controlling Shareholder and connected person of the Company) and/or its associates, and other independent third parties.
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LETTER FROM THE BOARD

Method of issuance: by approval by or filing with the CBIRC and other relevant authorities according to relevant regulations, Domestic Debt Financing Instruments are offered on a one-off, multiple issuance or multi-tranche issuance basis to the public within the PRC, or issued under non-public targeted issuance specifically to qualified investors in accordance with relevant regulations. Overseas Debt Financing Instruments are offered on a one-off, multiple issuance or multi-tranche issuance basis to the public or non-public targeted qualified investors outside the PRC.

3. Size of Issuance, Price, Interest Rate and Terms of Debt Financing Instruments

Size of issuance: the size of new issuances will be no more than RMB43 billion (inclusive of RMB43 billion and calculated based on the aggregate outstanding balance upon issuance of the instruments, and in the case that an issuance is conducted in a foreign currency, such amount shall be translated based on the median of the exchange rates as quoted by the PBOC on the date of such issuance) in aggregate, and shall be in compliance with the requirements prescribed in the relevant laws and regulations regarding the maximum amount of the Debt Financing Instruments to be issued.

Issuance price and interest rate: in case of the issuance of Domestic Debt Financing Instruments, the issuance price and interest rate are determined in accordance with the domestic market condition at the time of the issuance and relevant requirements in relation to the management of the interest rate of Debt Financing Instruments; in case of the issuance of Overseas Debt Financing Instruments, the issuance price and interest rate are determined in accordance with the overseas market conditions at the time of the issuance.

Terms of the Debt Financing Instruments: flexible tenors, with a single tenor or hybrid with multiple tenors.

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Listing of the Debt Financing Instruments:	the time of listing will be determined depending on the actual condition of the Company and the then domestic and overseas market conditions.
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4. Security Arrangement of Debt Financing Instruments

The security arrangement of Debt Financing Instruments is authorized to the Board and it is agreed that the Board authorizes the senior management to determine such security arrangement in accordance with laws.

5. Use of Proceeds

The proceeds to be raised from the issuance of Debt Financing Instruments will be used to satisfy the business and operation needs of the Company and replenish the operating capital of the Company (including but not limited to the repayment of loans and/or investment in business operation).

6. Validity Period of the Resolution

Such resolution of the general meeting regarding the issuance of Debt Financing Instruments and the general mandate granted to the Board shall be valid from the date of approval on such resolution at the 2021 Annual General Meeting until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of period for the Company's next annual general meeting required to be held under the Articles of Association or other relevant rules or regulations; and
- (iii) the revocation or variation of the authority under the above resolution by a special resolution passed at a general meeting of the Company.

Where the Board has, during the term of the authorization, decided to issue or partially issue Debt Financing Instruments and the Company has obtained the approval, license, filing or registration from the regulatory authorities on the issuance (if applicable), the Company may complete the issuance or relevant partial issuance of Debt Financing Instruments during the validity period of such approval, license, filing or registration confirmation.

7. Authorization for the Issuance of Debt Financing Instruments

To ensure effective coordination of the issuance of Debt Financing Instruments and specific matters in the issuance process, the Board proposes to the general meeting to authorize the Board, approve the Board to further authorize the senior management, and approve the senior management to further delegate powers within the scope of its authorization to deal with all matters in relation to the issuance of Debt Financing Instruments at its absolute discretion

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in accordance with the relevant laws, regulations and opinions and advice from the regulatory authorities, within the framework and under the principles considered and approved at the general meeting, and in compliance with the general principle of acting in the best interest of the Company, including but not limited to:

- (i) applying for the relevant business qualifications from the regulatory authorities and formulating or adjusting the specific plans for the issuance of Debt Financing Instruments in accordance with the applicable laws, regulations and relevant provisions from the regulatory authorities as well as the resolution passed at the Company's general meeting for such purposes, and based on the specific conditions of the Company and the relevant domestic and overseas debt markets, including but not limited to, the appropriate issuer(s), the structure of issuance, the timing of issuance, specific amount and method of issuance, the terms of issuance, targets of issuance and duration, whether to issue through one or more offerings or on multi-tranche issuance, multi-category issuance basis and, if on multiple issuance, multi-tranche issuance or multi-category issuance basis, the size and term of each issuance, each tranche and each category thereof, the ways in which the nominal value and interest rate are determined, currency (including offshore RMB), pricing method, issuance arrangements, guarantee letter, comfort letter or keep-well and asset repurchase agreement arrangement, rating arrangement, specific methods of application and subscription, whether to incorporate terms of repurchase or redemption, specific arrangement on non-public targeted issuance, use of proceeds, registration, listing of Debt Financing Instruments and place of listing, measures to mitigate repayment risks, measures to ensure debt repayment and all matters relating to the issuance of Debt Financing Instruments;
- (ii) determining for the engagement of underwriters and agencies, signing, executing, amending and completing all agreements and documents relating to the issuance of Debt Financing Instruments, including but not limited to underwriting agreement, bond indenture, guarantee agreement, comfort letter or keep-well and asset repurchase agreement, engagement letter with agency, trust deed, liquidation management agreement, registration and custody agreement, listing agreement and other legal documents, etc., and disclosing the relevant information in accordance with the relevant laws, regulations and the Listing Rules, including but not limited to the preliminary and final offering memoranda of the Debt Financing Instruments, and all announcements and circulars in relation to the issuance of Debt Financing Instruments;
- (iii) selecting and engaging trustee(s) and liquidation manager(s) for the issuance of Debt Financing Instruments, signing the trust deed and liquidation management agreement and (if applicable) formulating rules for meetings of the holders of the Debt Financing Instruments;

LETTER FROM THE BOARD

- (iv) handling all applications and listing matters with regard to the issuance of Debt Financing Instruments, including but not limited to preparing, revising and submitting relevant application materials relating to the issuance and listings of Debt Financing Instruments, any guarantee, comfort letter or keep-well and asset repurchase agreement to be provided by the Company, the issuer and/or third party(ies), and signing the relevant applications and filing documents and other legal documents;
- (v) except for matters required to be re-voted at the general meeting pursuant to the relevant laws, regulations and the Articles of Association, making relevant adjustments to matters relating to the issuance of Debt Financing Instruments according to changes in the opinions of the regulatory authorities, policies or market conditions, or determining whether to continue with all or part of the work in respect of the issuance of Debt Financing Instruments in accordance with the actual situation; and
- (vi) dealing with other matters in relation to the issuance of Debt Financing Instruments.

It is proposed that the senior management of the Company be delegated to exercise the powers within the scope of the afore-mentioned authorization from the date the afore-mentioned authorization and delegation are approved at the 2021 Annual General Meeting.

As disclosed above, the targets of the issuance of the Debt Financing Instruments include CDB (which is the Controlling Shareholder and connected person of the Company) and/or its associates, and other independent third parties. Part of the Debt Financing Instruments issued by the Company to the independent third parties will be undertaken by CDB and/or its associates, and the commission to be paid by the Company to CDB and/or its associates is subject to the New Bond Underwriting Service Framework Agreement entered into by both parties on 12 November 2021. Details of the New Bond Underwriting Service Framework Agreement were disclosed in the announcement published by the Company on the websites of the Stock Exchange and the Company on 12 November 2021 and the circular dispatched on 8 December 2021 with a term from 1 January 2022 to 31 December 2024. The Company will also comply with the applicable requirements under Chapter 14A of the Listing Rules in relation to the transactions under which CDB and/or its associates purchase the Debt Financing Instruments as an investor.

2021 ANNUAL GENERAL MEETING

Notice of the 2021 Annual General Meeting to be held at 10:00 a.m. on Tuesday, 28 June 2022 at the Meeting Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC has been published on the websites of the Stock Exchange and the Company on 13 May 2022.

LETTER FROM THE BOARD

For determining the entitlement of the Shareholders to attend the 2021 Annual General Meeting, the register of members for H Shares is closed from Sunday, 29 May 2022 to Tuesday, 28 June 2022 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Tuesday, 28 June 2022 are entitled to attend and vote at the 2021 Annual General Meeting. Holders of H Shares who wish to attend the 2021 Annual General Meeting but have not registered the transfer documents should have deposited 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 (the address is 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, 27 May 2022.

If the distribution of final dividend is approved at the 2021 Annual General Meeting, the final dividend will be distributed on Wednesday, 10 August 2022 to the Shareholders whose names appear on the register of members of the Company on Sunday, 10 July 2022. For determining the entitlement of the Shareholders to whom the final dividend will be distributed for the year 2021, the register of members of the Company will be closed from Tuesday, 5 July 2022 to Sunday, 10 July 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to the final dividend for the year 2021 (subject to the approval of the Shareholders), unregistered holders of H Shares are required to deposit the transfer documents at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (the address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) by no later than 4:30 p.m. on Monday, 4 July 2022.

PROCEDURES FOR VOTING AT THE 2021 ANNUAL GENERAL MEETING

According to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the 2021 Annual General Meeting will be taken by poll.

RECOMMENDATION

The Directors are of the view that all the resolutions set out in the notice of the 2021 Annual General Meeting for the consideration and approval of the Shareholders are in the interests of the Company and the Shareholders as a whole. The Company will publish and dispatch a supplemental circular to disclose the details of the proposed purchase of two Vessels from the Sellers (which constitute a major transaction of the Company pursuant to Chapter 14 of the Listing Rules) as soon as practicable. Accordingly, the Directors recommend that Shareholders vote in favor of all the resolutions to be proposed at the 2021 Annual General Meeting.

Your attention is also drawn to the additional information set out in the appendices to this circular.

By order of the Board
CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.
Ma Hong
Chairman

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON
AUTHORIZATION TO THE BOARD GRANTED BY THE
GENERAL MEETING**

Original Articles	Amended Articles
CHAPTER I GENERAL	Delete
<p>Article 1 In order to ensure the standardized and effective operation of the governance mechanism of China Development Bank Financial Leasing Co., Ltd. (the “Company”), clarify the division of rights and responsibilities among the shareholders’ general meeting, the Board of Directors and the management, optimize the authorization system, improve the level of corporate governance, further enhance the efficiency of decision-making and promote scientific decision-making, this plan on authorization has been formulated in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws and regulations, as well as the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the “Articles of Association”), together with the specific practice of corporate governance.</p>	<p>Article 1 In order to ensure the standardized and effective operation of the governance mechanism of China Development Bank Financial Leasing Co., Ltd. (the “Company”), clarify the division of rights and responsibilities among the shareholders’ general meeting, the Board of Directors and the management, optimize the authorization system, improve the level of corporate governance, further enhance the efficiency of decision-making and promote scientific decision-making, the plan on authorization has been formulated i<u>In accordance with the Company Law of the People’s Republic of China, the Standards for Corporate Governance of Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws, and regulations and regulatory requirements, as well as the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the “Articles of Association”), the shareholders’ general meeting of China Development Bank Financial Leasing Co., Ltd. authorizes the Board of Directors to exercise the following functions and powers:</u>together with the specific practice of corporate governance.</p>
<p>Article 2 The Company’s authorization system includes the authorization to the Board of Directors granted by the shareholders’ general meeting, the authorization to the chairman granted by the Board of Directors, the authorization to the president, other senior management, the person in charge of internal departments and branches granted by the chairman and its sub-authorization as well as other authorization. This plan on authorization is a fundamental part of the Company’s authorization system.</p>	Delete

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON
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Original Articles	Amended Articles
<p>Article 3 A sound authorization system is an important way of regulating the activities of corporate governance bodies and ensuring the compliance, efficiency and scientific decision making of the corporate governance mechanism by the Company. The Company shall optimize the plan on authorization on an ongoing basis to improve its authorization system.</p> <p>Article 4 Authorization under the plan on authorization is subject to the following basic principles:</p> <p>(1) Compliance. The authorization to the Board of Directors granted by the shareholders’ general meeting of the Company shall conform to the national laws, regulations, requirements of supervisory authorities and listing rules of stock exchanges where the Company is listed with respect to the approval authority of the shareholders’ general meeting and the Board of Directors. The use of authorization to the Board of Directors under the plan on authorization shall conform to listing rules of stock exchanges where the Company is listed with respect to the approval authority of the shareholders’ general meeting and requirements of regulatory authorities.</p> <p>(2) Efficiency. Increasing the efficiency of decision making is the basic function of authorization. Authorization under the plan on authorization shall fully reflect actual conditions of the Company, match with the rights and responsibilities of the shareholders’ general meeting and the Board of Directors, meet work needs and improve work efficiency.</p>	

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON
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Original Articles	Amended Articles
<p>(3) Supervision. The Company shall strengthen supervision and inspection of the implementation of authorization and ensure the compliance and effective use of authorization by means of self-examination, assessment, reporting, etc.</p> <p>(4) Dynamicity. The Company shall dynamically review and update the plan on authorization where necessary to pursue its continuous optimization.</p> <p>(5) Soundness. Any amendment of the plan on authorization shall follow the principles of soundness and prudence, build on adequate consideration and assessment and ensure that authorizations are reasonably steady.</p>	
CHAPTER II DIVISION OF DUTIES AND RESPONSIBILITIES	Delete
<p>Article 5 In the Company’s authorization system, the shareholders’ general meeting is responsible for reviewing and approving the plan on authorization to the Board of Directors granted by the shareholders’ general meeting and the relevant amendments and hearing the report on the implementation of authorization by the Board of Directors.</p> <p>Article 6 The Board of Directors is responsible for implementing the authorization granted by the shareholders’ general meeting, self-examining and assessing the implementation of authorization as required by the shareholders’ general meeting and reporting to the shareholders’ general meeting.</p>	Delete

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON
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Original Articles	Amended Articles
<p>Article 7 The Board of Directors may sub-authorize its delegated authority under the plan on authorization to the chairman and examine the implementation of such sub-authorization.</p> <p>Article 8 The chairman may further delegate the authorization of the Board of Directors to an executive director, the president or other management, and examine the implementation of such sub-authorization.</p> <p>Article 9 The Board of Supervisors shall conduct supervision on the authorization and sub- authorization as well as their implementation in accordance with the laws, regulations, the Articles of Association and this plan on authorization.</p>	
CHAPTER III SCOPE OF DELEGATED AUTHORITY	Delete
<p>Article 11 Approval authority for bond investment and disposal</p> <p>The bond investment and disposal shall be approved by the Board of Directors in full.</p>	<p>Article 11-2. Approval authority for bond investment and disposal</p> <p>The bond investment and disposal shall be approved by the Board of Directors in full.</p>
<p>Article 12 Approval authority for asset mortgages and guarantees</p> <p>Provision of guarantees for debts of subsidiaries within the scope of consolidated statements shall be approved by the Board of Directors in full. The provision of asset mortgages and guarantees for the debts of third parties other than subsidiaries within the scope of consolidated statements with a single transaction amount of no more than RMB1 billion shall be approved by the Board of Directors.</p>	<p>Article 12-3. Approval authority for asset mortgages and guarantees</p> <p>Provision of guarantees for debts of subsidiaries within the scope of consolidated statements shall be approved by the Board of Directors in full <u>in accordance with the Articles of Association and further internal authorization administrative rules</u>. The provision of asset mortgages and guarantees for the debts of third parties other than subsidiaries within the scope of consolidated statements with a single transaction amount of no more than RMB1 billion shall be approved by the Board of Directors.</p>

APPENDIX I	DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON AUTHORIZATION TO THE BOARD GRANTED BY THE GENERAL MEETING
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Original Articles	Amended Articles
<p>Article 14 Approval authority for asset write-off</p> <p>(1) The write-off of a single fixed asset with a net book value of no more than RMB100 million shall be considered and approved by the Board of Directors.</p> <p>(2) The write-off of equity assets of a single project with an investment amount of no more than RMB500 million shall be considered and approved by the Board of Directors.</p> <p>(3) The write-off of leased assets with a principal amount of no more than 10% of the net assets of a single project shall be considered and approved by the Board of Directors.</p> <p>(4) Other asset write-offs with a single amount of no more than RMB100 million shall be considered and approved by the Board of Directors.</p>	<p>Article 14 5. Approval authority for asset write-off</p> <p>(1) The write-off of a single fixed asset with a net book value of no more than RMB100 million shall be considered and approved by the Board of Directors.</p> <p>(2) The write-off of equity assets of a single project with an investment amount of no more than RMB500 million shall be considered and approved by the Board of Directors.</p> <p>(3) The write-off of leased assets with an principal amount of no more than 10% of the net assets of a single project shall be considered and approved by the Board of Directors.</p> <p>(4) Other asset write-offs with a single amount of no more than RMB100 million shall be considered and approved by the Board of Directors.</p>
No relevant contents in the original articles	<p><u>7. Other operation and management decision making rights</u></p> <p><u>Save for the matters that shall be decided by the shareholders' general meeting as clearly stipulated in the Articles of Association and the Rules of Procedure of the General Meeting of China Development Bank Financial Leasing Co., Ltd., other operation and management decision making rights (including approval rights for leasing business, approval rights for capital business, approval rights for legal litigation (arbitration) and other rights) shall be exercised by the Board of Directors and senior management in accordance with the relevant regulations.</u></p>

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON
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Original Articles	Amended Articles
CHAPTER IV MANAGEMENT OF AUTHORIZATION	Delete
<p>Article 16 The Company shall review the plan on authorization periodically to judge whether or not it is necessary to change it.</p> <p>Article 17 The plan on authorization may be changed according to the actual conditions of the Company to the extent permitted by the laws, regulations, rules, regulatory documents, listing rules of stock exchanges where the Company is listed, the Articles of Association and other valid internal governance systems of the Company.</p> <p>Article 18 Any alteration to the plan on authorization shall be proposed to the shareholders' general meeting for consideration and approval. The proposing entity shall have such right to submit proposals to the shareholders' general meeting as granted by the Articles of Association and the Rules of Procedure of the General Meeting of China Development Bank Financial Leasing Co., Ltd.</p> <p>Article 19 Alteration to the plan on authorization includes supplementing or modifying all or part of the plan on authorization and terminating all or part of the authorization under the plan on authorization.</p> <p>Article 20 The Board of Directors shall self-examine, analyze and assess the implementation of the plan on authorization and report the implementation status to the shareholders' general meeting.</p> <p>Article 21 Any institution, department or individual violating the plan on authorization shall be held responsible in accordance with the internal governance systems of the Company.</p>	Delete

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON
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Original Articles	Amended Articles
CHAPTER V SUPPLEMENTARY PROVISIONS	Delete
No relevant contents in the original articles	<p><u>8. Other matters relating to the authorization</u></p> <p><u>(1) For matters within the scope of authorization involved in the plan on authorization, the Board of Directors may, in combination with the needs of the actual situation, carry out hierarchical authorization according to the criteria of power and responsibility positioning, business nature (major or general), amount and scale. The authorization granted by the shareholders' general meeting in the plan is fully or partially sub-authorized to the chairman, the president (senior management) and other institutions or personnel through the formulation of sub-authorization plans such as the Plan on Authorization to the Chairman Granted by the Board of China Development Bank Financial Leasing Co., Ltd. and the Plan on Authorization to the President (Senior Management) Granted by the Board of China Development Bank Financial Leasing Co., Ltd., forming the Company's authorization system with a clear boundary of rights and responsibilities enabling scientific and effective operation.</u></p>
Article 22 Upon the approval by the shareholders' general meeting, the plan on authorization shall take effect from the date of the Company's listing on the Hong Kong Stock Exchange and shall be valid until the new authorization plan is made by the shareholders' general meeting.	<p><u>(2) Upon the approval by the shareholders' general meeting, the plan on authorization shall take effect from the date of consideration and approval by the shareholders' general meeting the Company's listing on the Hong Kong Stock Exchange and shall be valid until the new authorization plan is made by the shareholders' general meeting.</u></p>

APPENDIX I	DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON AUTHORIZATION TO THE BOARD GRANTED BY THE GENERAL MEETING
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Original Articles	Amended Articles
No relevant contents in the original articles	<p>(3) <u>The Board of Directors shall conduct statistical analysis on the implementation of the plan on authorization on an annual basis and report to the shareholders' general meeting. The shareholders' general meeting may supplement or adjust the relevant authorization in the form of a resolution of the shareholders' general meeting according to the actual situation.</u></p> <p>(4) <u>The authorized party shall, in strict accordance with the scope of authorization, bear the responsibility for the examination and approval of authorized matters, abide by the principle of lawful compliance of procedures, exercise due diligence and be responsible when carrying out the examination and approval function and power, pursue operation and management in a faithful and diligent manner, safeguarding the interests of the Company and its shareholders as a whole. In case of any loss or serious adverse impact caused to the Company due to the exercise of functions and powers beyond the scope of authorization or improper exercise of other authorized matters, the authorized party shall bear the corresponding responsibilities.</u></p> <p>(5) <u>The Board of Supervisors shall conduct supervision on the authorization and sub-authorization as well as their implementation in accordance with the laws, regulations, regulatory requirements, the Articles of Association and the plan on authorization.</u></p>
Article 23 The plan on authorization shall be interpreted by the shareholders' general meeting.	Delete

**APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE PLAN ON
AUTHORIZATION TO THE BOARD GRANTED BY THE
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Original Articles	Amended Articles
<p>Note:</p> <p>1. The currency specified in the plan on authorization is RMB, including its equivalent foreign currency.</p> <p>2. Amount or ratio specified in the plan on authorization are inclusive of the figure.</p> <p>3. The asset value specified in the plan on authorization refers to the value in the Company's consolidated financial statements of the Group.</p>	<p>Note:</p> <p>1. The currency specified in the plan on authorization is RMB, including its equivalent foreign currency.</p> <p>2. Amount or ratio specified in the plan on authorization are inclusive of the figure.</p> <p>3. The asset value specified in the plan on authorization refers to the value in the Company's consolidated financial statements of the Group.</p> <p>4. <u>The plan on authorization only applies to China Development Bank Financial Leasing Co., Ltd. (excluding the subsidiaries or other companies of the Group within the scope of consolidated financial statements).</u></p>

Note: Due to the deletion of articles, serial numbers of the articles of the Plan on Authorization to the Board Granted by the General Meeting and the cross-referenced articles are adjusted accordingly.

Original Articles	Amended Articles
<p>THE INTERIM EQUITY MANAGEMENT MEASURES OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.</p>	<p>THE INTERIM EQUITY MANAGEMENT MEASURES OF CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.</p>
<p>Article 1 In order to further standardize the equity management of China Development Bank Financial Leasing Co., Ltd. (the “Company”), regulate the behaviors of the shareholders of the Company and safeguard the legitimate rights and interests of shareholders, the Measures are formulated in compliance with laws and regulations including the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on Commercial Banks (the “Law on Commercial Banks”), the Law of the People’s Republic of China on Regulation of and Supervision over the Banking Industry, and the Interim Measures for the Equity Management of Commercial Banks, and relevant provisions of the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 In order to further <u>strengthen</u> standardize the equity management of China Development Bank Financial Leasing Co., Ltd. (the “Company”), regulate the behaviors of the shareholders of the Company and safeguard the legitimate rights and interests of shareholders, the Measures are formulated in compliance with laws and regulations including the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on Commercial Banks (the “Law on Commercial Banks”), the Law of the People’s Republic of China on Regulation of and Supervision over the Banking Industry, and the Interim Measures for the Equity Management of Commercial Banks, <u>the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial), the Implementation Measures of CBIRC on Administrative Licensing of Non-bank Financial Institutions, the Corporate Governance Standards for Banking and Insurance Institutions, the Administrative Measures on Financial Leasing Companies</u> and relevant provisions of the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the “Articles of Association”).</p>
<p>Article 2 The Measures shall apply to all shareholders who hold the ordinary shares (the “Shares”) of the Company.</p>	<p>Article 2 The Measures shall apply to <u>the equity management of all</u> all shareholders who hold the of ordinary shares (the “Shares”) of the Company.</p>

Original Articles	Amended Articles
<p>Article 3 The Shares of the Company shall be registered with China Securities Depository and Clearing Corporation Limited (the “CSDC”) in accordance with regulatory requirements. For the Shares with confirmed holders of the securities account, all acts in relation to the Shares, including registration and changes, shall comply with the relevant provisions of CSDC.</p>	<p>Article 3 The Sshares of the Company shall be registered with China Securities Depository and Clearing Corporation Limited (the “CSDC”) in accordance with regulatory requirements.are divided into domestic shares and H shares. Shares issued by the Company to domestic investors and subscribed for in RMB shall be referred to as domestic shares. The overseas listed shares issued by the Company and listed on the Hong Kong Stock Exchange shall be referred to as H shares. H shares refer to the shares listed on the Hong Kong Stock Exchange upon approval with par value denominated in RMB and subscribed for and traded in Hong Kong dollars. The shares of the Company shall be registered with China Securities Depository and Clearing Corporation Limited and Computershare Hong Kong Investor Services Limited (collectively as the “Registration Company”) in accordance with the <u>requirements of domestic and overseas laws and regulations.</u> For the Sshares with confirmed holders of the securities account, all acts in relation to the Sshares, including registration and changes, shall comply with the relevant provisions<u>requirements</u> of CSDC<u>domestic and overseas laws and regulations.</u></p>

Original Articles	Amended Articles
<p>Article 4 The Measures follow the management principles of classified management, excellent qualifications, clear relationship, well-defined rights and responsibilities, and openness and transparency. The shareholders of the Company shall have sound social reputation, integrity records, tax records and financial status, and be in compliance with laws, regulations and regulatory requirements. The Company shall ensure that the relationships among the shareholders, controlling shareholders, de facto controllers, related parties, persons acting in concert, and ultimate beneficiaries of the Company are clear and transparent.</p> <p>The shareholding ratios of a shareholder shall be calculated in aggregate with his/her related parties and persons acting in concert.</p>	<p>Article 4 The Measures follow the management principles of classified management, excellent qualifications, clear relationship, well-defined rights and responsibilities, and openness and transparency. The <u>substantial</u> shareholders of the Company shall have sound social reputation, integrity records, tax records and financial status, and be in compliance with laws, regulations and regulatory requirements. The Company shall ensure that the relationships among the <u>substantial</u> shareholders, controlling shareholders, de facto controllers, related parties, persons acting in concert, and ultimate beneficiaries of the Company <u>shall be</u> are clear and transparent.</p> <p>The shareholding ratios of a shareholder shall be calculated in aggregate with his/her related parties and persons acting in concert.</p>
No relevant contents in the original articles	<u>CHAPTER II MANAGEMENT DUTIES</u>
<p>Article 6 The Company and its shareholders shall fully disclose the relevant information on equity via designated media through regular reports in accordance with relevant laws, regulations and regulatory documents. The Company shall conduct regular evaluation on the qualifications of substantial shareholders, the fulfillment of commitments, the implementation of the Articles of Association or agreements, and the compliance with laws, regulations and regulatory requirements, and shall promptly submit the evaluation reports to China Banking and Insurance Regulatory Commission (the “CBIRC”) or its dispatched offices.</p>	Delete

Original Articles	Amended Articles
<p>Article 7 The Board of the Company assumes the ultimate responsibility for equity management. The chairman of the Board is the principal person-in-charge for equity matters. The secretary of the Board assists the chairman and is the direct person responsible for equity matters. The office of the Board is mainly responsible for equity management.</p>	<p>Article 7Article 6 The Board of the Company assumes the ultimate responsibility for equity management according to the laws, regulations, regulatory requirements and the Articles of Association. The chairman of the Board is the principal person-in-charge for equity matters. The secretary of the Board assists the chairman and is the direct person responsible for equity matters. The office of the Board is mainly responsible for equity management. <u>The compliance management department of the Company shall handle the management affairs and regulatory submission of related party transactions.</u></p>
<p>No relevant contents in the original articles</p>	<p>Article 7 The Company shall boost communication with its shareholders and investors, and shall take charge of work related to equity affairs, including but not limited to applying for administrative licenses, reporting of shareholder information and relevant matters and submitting information.</p> <p>Article 8 The Company shall reinforce the management of related party transactions, accurately identify related parties, strictly implement the approval system and the information disclosure system for related party transactions, and report any information on related party transactions to the China Banking and Insurance Regulatory Committee (hereinafter referred to as “CBIRC”) and its dispatched offices in a timely manner.</p> <p>Article 9 The Company shall manage its shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficial owners as its own related parties in accordance with the principle of transparency.</p>

Original Articles	Amended Articles
	<p>Article 10 <u>The Company shall strengthen the examination of shareholder qualifications in accordance with regulatory requirements. It shall verify the information about its substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and understand any changes in such information, make judgment on a shareholder's influence on the operation and management of the Company, and report or disclose relevant information in a timely, accurate and complete manner according to the laws.</u></p> <p>Article 11 <u>The Company shall disclose its equity information in a truthful, accurate and complete manner through biannual reports or annual reports on its official website or via other channels, the contents of which shall include:</u></p> <p><u>(1) The total number of shares and shareholders at the end of the reporting period and any changes in its shares during the reporting period;</u></p> <p><u>(2) Shareholdings of the top 10 shareholders of the Company at the end of the reporting period;</u></p> <p><u>(3) Information about the substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of the reporting period;</u></p> <p><u>(4) Related party transactions with the substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries during the reporting period;</u></p>

Original Articles	Amended Articles
	<p><u>(5) Pledge of the Company's equity by any of its substantial shareholders;</u></p> <p><u>(6) Nomination of directors and supervisors by shareholders;</u></p> <p><u>(7) Other information as required by the CBIRC.</u></p> <p>Article 12 <u>Where relevant information of the substantial shareholders may lead to significant changes in their shareholder qualifications or result in significant changes in their shareholdings in the Company, the Company shall make timely information disclosure. The Company shall, when disclosing information, give an explanation about any equity matter that shall be reported to CBIRC or its dispatched offices but is still pending approval.</u></p>
No relevant contents in the original articles	<p>CHAPTER III EVALUATION AND REPORT OF SUBSTANTIAL SHAREHOLDERS</p> <p>Article 13 <u>The Company shall evaluate its major shareholders, substantial shareholders other than major shareholders and other shareholders at least annually, and the relevant evaluation report may be submitted to CBIRC or its dispatched offices on a consolidated basis.</u></p> <p><u>The Board is responsible for the evaluation of shareholders.</u></p> <p>Article 14 <u>The content of the shareholder evaluation includes the qualification of, and the performance of responsibilities, obligations and commitments by substantial shareholders, the implementation of the Articles of Association or the terms of agreements, and the compliance with laws, regulations and regulatory requirements. It shall also specify the financial position, shareholding, related party transactions in the previous year and the exercise of shareholders' rights by major shareholders.</u></p>

Original Articles	Amended Articles
	<p>Article 15 <u>The Board of the Company shall complete the information collection for the previous year in March every year, and form a final evaluation report in May before submitting it to the Board for consideration.</u></p> <p>Article 16 <u>The evaluation report of substantial shareholders (including major shareholders) shall be considered and approved by the Board of the Company, and the evaluation report of major shareholders shall be reported at the general meeting or through written documents, which shall then be submitted by the compliance management department of the Company to CBIRC or its dispatched offices within five working days upon receipt of the evaluation reports.</u></p> <p>Article 17 <u>Substantial shareholders shall actively cooperate with the Board of the Company in carrying out the evaluation work, and truthfully and timely submit relevant information, including but not limited to operating information, source of capital contribution, capital replenishment capability, changes in shares, investment in or controlling of non-bank financial institutions, performance of commitments, etc.</u></p>
CHAPTER II RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	CHAPTER II <u>CHAPTER IV</u> <u>QUALIFICATIONS AND RESPONSIBILITIES</u> RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Original Articles	Amended Articles
<p>Article 8 The shareholders of the Company shall make capital contribution in strict accordance with relevant laws and regulations and the supervision regulations of the CBIRC. The shareholders of the Company shall use their own funds and ensure that the sources of funds are legal when dealing in the Shares of the Company. The shareholders of the Company shall not take the Shares with non-equity capitals such as entrusted funds and debt funds, except as otherwise stipulated by laws and regulations.</p> <p>The shareholders of the Company shall not entrust others or accept others' entrust to hold the Shares of the Company.</p>	<p>Article—8Article 18 The <u>substantial</u> shareholders of the Company shall make capital contribution in strict accordance with relevant laws and regulations and the supervision regulations of the CBIRC. The <u>substantial</u> shareholders of the Company shall use their own funds and ensure that the sources of funds are legal when dealing in the <u>S</u>shares of the Company.—The shareholders of the Company, shall not take the <u>S</u>shares with non-equity capitals such as entrusted funds and debt funds, <u>and shall not hold shares of the Company by issuing, managing or otherwise controlling financial products,</u> except as otherwise stipulated by laws and regulations.</p> <p>The <u>substantial</u> shareholders of the Company shall not entrust others or accept others' entrust to hold the <u>S</u>shares of the Company.</p>
<p>Article 9 The substantial shareholder shall undertake in written form that he/she will abide by laws, regulations, regulatory requirements and the relevant provisions of the Articles of Association when dealing in the Shares of the Company, and explain the purpose for taking the Shares.</p>	<p>Article—9Article 19 The <u>substantial shareholder shall describe his/her shareholding structure level by level up until the de facto controllers and ultimate beneficiaries, as well as his/her related party relationship or acting in concert relationship with other shareholders.</u> The substantial shareholder shall undertake in written form that he/she will abide by laws, regulations, regulatory requirements and the relevant provisions of the Articles of Association when dealing in the <u>S</u>shares of the Company, and explain the purpose for taking the <u>S</u>shares.</p>

Original Articles	Amended Articles
<p>Article 10 The number of commercial banks whose shares held by the same investor, its related party, and person acting in concert as a substantial shareholder shall not exceed two or the number of commercial banks controlled by the above shall not exceed one.</p> <p>Investment entities and banking financial institutions authorized by the State Council to hold the equity of commercial banks, entities otherwise subject to laws and regulations taking shares of commercial banks, and investors involving in the mergers, acquisitions and reorganizations of high-risk commercial banks after the approval of CBIRC are not subject to the provisions of the preceding paragraph of this article.</p>	<p>Article 10Article 20 The number of commercial banks whose shares held by the same investor, its related party, and person acting in concert as a substantial shareholder shall not exceed two or the number of commercial banks controlled by the above shall not exceed one. In principle, the number of non-bank financial institutions invested by the same contributor and its controlling shareholders, de facto controllers, controlling subsidiaries, persons acting in concert and other enterprises controlled or jointly controlled by the de facto controllers as substantial shareholders shall not exceed two. In particular, the number of non-bank financial institutions of the same type invested as controlling shareholders shall not exceed one or the number of non-bank financial institutions of the same type invested shall not exceed two.</p> <p>Investment entities and banking financial institutions authorized by the State Council to hold the equity of commercial banks, entities otherwise subject to laws and regulations taking shares of commercial banks, and investors involving in the mergers, acquisitions and reorganizations of high-risk commercial banks after the approval of CBIRC<u>If investment companies and holding companies stipulated by the State Council and the investment entities authorized by the State Council to hold the equity of non-bank financial institutions take shares of non-bank financial institutions, investors approved by CBIRC to invest in, or involve in merger, acquisition and restructuring of high-risk non-bank financial institutions are not subject to the provisions of the preceding paragraph of this article.</u></p>

Original Articles	Amended Articles
<p>Article 11 Shareholders of the Company shall enjoy their rights and perform their duties in strict accordance with laws, regulations, regulatory requirements and the Articles of Association. Directors, supervisors, senior management and their related parties holding the Shares of the Company shall also abide by the relevant requirements on their ownership management as required by laws, regulations, regulatory requirements and the Articles of Association.</p>	<p>Article 11 Article 21 When the same investor and its related parties and persons acting in concert invest in the Company, they shall comply with the requirements on shareholding ratios as prescribed by CBIRC. Shareholders of the Company shall enjoy their rights and perform their duties in strict accordance with laws, regulations, regulatory requirements and the Articles of Association. Directors, supervisors, senior management and their related parties holding the Sshares of the Company shall also abide by the relevant requirements on their ownership management as required by laws, regulations, regulatory requirements and the Articles of Association.</p>
<p>Article 13 For shareholders of the Company who shall but yet to be approved by the regulatory authorities or have not reported to the regulatory authorities, the Company shall actively assist in the communication and reporting between such shareholders and the regulatory authorities. Prior to the approval being granted by the regulatory authorities, the rights of requesting for the holding of a general meeting, voting, nominating, proposing, punishment, etc. are subject to the relevant provisions of laws and regulations and the Articles of Association. The Board shall have the final decision.</p>	<p>Article 13 Article 23 For shareholders of the Company who shall but yet to be approved by the regulatory authorities or have not reported to the regulatory authorities, the Company they shall actively assist in the communication and reporting between such shareholders the Company and the regulatory authorities. Prior to the approval being granted by the regulatory authorities or report being made to the regulatory authorities, the rights of requesting for the holding of a general meeting, voting, nominating, proposing, punishment, etc. shall not be exercised. are subject to the relevant provisions of laws and regulations and the Articles of Association. The Board shall have the final decision.</p>

Original Articles	Amended Articles
<p>Article 15 If the same shareholder, its related party and persons acting in concert, individually or in aggregate, proposes to initially hold or increase to hold more than 5% of the total Shares of the Company in aggregate, they shall report to CBIRC or its dispatched offices for approval. The approval of the administrative license for proposing to hold more than 5% of the total Shares of the Company through the domestic and foreign securities market is valid for six months. The specific requirements and procedures for approval shall be implemented in accordance with the relevant provisions of CBIRC.</p> <p>If the same shareholder, its related party and person acting in concert, individually or in aggregate, holds or increases to more than 1% and less than 5% of the total Shares of the Company in aggregate, they shall report to CBIRC or its dispatched offices within 10 working days after obtaining the corresponding shares.</p>	<p>Article 15 Article 25 If the same shareholder <u>contributor</u>, its related party and persons acting in concert, individually or in aggregate, proposes to initially hold or increase to hold more than 5% <u>of the total capital or the total Sshares of the Company in aggregate or less than 5% of the same but has significant impact on the operation and management of the Company, and increases to hold more than 5% of the total capital or the total shares of the Company in aggregate or less than 5% of the same but causes the change of the de facto controllers, they shall notify the Company and report to CBIRC or its dispatched offices for approval.</u> The approval of the administrative license for proposing to hold more than 5% of the total Sshares of the Company through the domestic and foreign securities market is valid for six months. The specific requirements and procedures for approval shall be implemented in accordance with the relevant <u>regulatory</u> provisions of CBIRC.</p> <p>If the same shareholder <u>contributor</u>, its related party and person acting in concert, individually or in aggregate, holds or increases to more than 1% and less than 5% of the total Sshares of the Company in aggregate, they shall <u>promptly notify the Company and report to CBIRC or its dispatched offices within 10 working days after obtaining the corresponding shares.</u> <u>The specific requirements and procedures of such report shall be implemented in accordance with the relevant regulatory requirements of CBIRC.</u></p>

Original Articles	Amended Articles
No relevant contents in the original articles	<p>Article 27 <u>The substantial shareholder and its controlling shareholder or de facto controller shall not fall under any of the following circumstances:</u></p> <p>(1) <u>Being listed as an object subject to any joint punishment for dishonesty by relevant departments;</u></p> <p>(2) <u>Committing any act of seriously evading or cancelling bank debts;</u></p> <p>(3) <u>Providing false materials or making false statements;</u></p> <p>(4) <u>Assuming major liability for the business failure of a company or significant violation of laws and regulations;</u></p> <p>(5) <u>Rejecting or obstructing CBIRC or its dispatched offices from conducting their regulatory work according to the laws;</u></p> <p>(6) <u>Having been investigated and punished by financial regulatory authorities or competent government departments for violation of laws and regulations, causing very bad impact;</u></p> <p>(7) <u>Any other circumstances that may adversely affect the operation and management of the Company.</u></p> <p>Article 28 <u>The substantial shareholder of the Company shall undertake in writing that it shall replenish the Company's capital when necessary according to the regulatory requirements, and report its capital replenishment capability to CBIRC or its dispatched offices through the Company on an annual basis.</u></p>

Original Articles	Amended Articles
	<p>Article 29 <u>The substantial shareholder of the Company shall establish effective risk isolation mechanism to prevent any risk from spreading and transferring among shareholders, the Company and other related institutions.</u></p> <p>Article 30 <u>The substantial shareholder shall effectively manage cross-serving as board members, supervisors and senior management at the Company and other related institutions to prevent conflicts of interests.</u></p>
<p>Article 17 When a substantial shareholder fails to repay loans to the Company before the expiry date, or he/she provides guarantee for others for financing the Company but fails to repay before the expiry date, his/her voting rights at the general meeting and the voting rights of his/her nominated directors at the board meeting shall be restricted. The Company shall state the foregoing restricted circumstances in the relevant minutes of the meeting.</p>	<p>Article 17 Article 31 <u>When a substantial shareholder fails to repay loans to the Company before the expiry date, or he/she provides guarantee for others for financing the Company but fails to repay before the expiry date, his/her voting rights at the general meeting and the voting rights of his/her nominated directors at the board meeting shall be restricted. The Company shall state the foregoing restricted circumstances in the relevant minutes of the meeting.</u></p>
<p>No relevant contents in the original articles</p>	<p>Article 33 <u>Where the Company experiences a major risk incident or commits a major violation of laws or regulations and is subject to risk disposal or takeover measures by CBIRC or its dispatched offices, shareholders shall actively cooperate with CBIRC or its dispatched offices in conducting such risk disposal and other work.</u></p>

Original Articles	Amended Articles
<p>Article 19 In accordance with its business needs, laws, administrative regulations and the provisions of the Articles of Association, the Company, after the resolutions at the board meeting and the general meeting and after the approval of the banking regulatory authorities, may increase its share capital through or by:</p> <p>(1) Public offering of ordinary shares;</p> <p>(2) Non-public offering of ordinary shares;</p> <p>(3) Issuing bonus shares to existing ordinary shareholders;</p> <p>(4) Increasing share capital with the reserved funds of the Company;</p> <p>(5) Transferring preference shares to ordinary shares;</p> <p>(6) Other ways regulated by laws and administrative regulations and approved by China Securities Regulatory Commission.</p> <p>Preference shares issued by the Company shall not exceed 50% of the total number of ordinary shares, and fund-raising amount shall not exceed 50% of the net assets before the issuance. The preference shares that have been repurchased and converted shall not be calculated.</p> <p>When issuing convertible corporate bonds, the Company shall transact share change arising from the issuance of convertible corporate bonds, conversion procedures, conversion arrangements and the conversion of convertible corporate bonds in accordance with national laws, administrative regulations, departmental rules and convertible corporate bond prospectus and the provisions of relevant documents.</p>	<p>Article 19 Article 34 In accordance with its business needs, laws, administrative regulations and the provisions of the Articles of Association, the Company, after the resolutions at the board meeting and the general meeting and after the approval of <u>CBIRC or its dispatched offices</u>the banking regulatory authorities, may increase its share capital through or by:</p> <p>(1) Public offering of ordinary shares;</p> <p>(2) Non-public offering of ordinary shares;</p> <p>(3) Issuing bonus shares to existing ordinary shareholders;</p> <p>(4) Increasing share capital with the reserved funds of the Company;</p> <p>(5) Transferring preference shares to ordinary shares;</p> <p>(6) Other ways regulated by laws and administrative regulations and approved by China Securities Regulatory Commission.</p> <p>Preference shares issued by the Company shall not exceed 50% of the total number of ordinary shares, and fund-raising amount shall not exceed 50% of the net assets before the issuance. The preference shares that have been repurchased and converted shall not be calculated.</p> <p>When issuing convertible corporate bonds, the Company shall transact share change arising from the issuance of convertible corporate bonds, conversion procedures, conversion arrangements and the conversion of convertible corporate bonds in accordance with national laws, administrative regulations, departmental rules and convertible corporate bond prospectus and the provisions of relevant documents.</p>

Original Articles	Amended Articles
<p>Article 20 The Company shall conduct capital reduction in accordance with the Company Law, the Law on Commercial Banks, the Measures for the Administration of Financial Leasing Companies, and other relevant regulations and the procedures as required by the Articles of Association. However, after the share capital reduction, the share capital shall not be lower than the minimum requirement.</p>	<p>Article 20 Article 35 The Company shall conduct capital reduction in accordance with the Company Law, the Law on Commercial Banks, the Implementation Measures of CBIRC on Administrative Licensing of Non-bank Financial Institutions, the Measures for the Administration of Financial Leasing Companies, and other relevant regulations and the procedures as required by the Articles of Association. However, after the share capital reduction, the share capital shall not be lower than the minimum requirement.</p>
<p>Article 21 The Company may, in accordance with laws, administrative regulations, departmental rules and the provisions of the Articles of Association, acquire the Shares of the Company after approval by the relevant national competent authorities when:</p> <p>(1) Reducing the registered capital of the Company;</p> <p>(2) Combining with other companies holding the Shares of the Company;</p> <p>(3) Awarding shares to the employees of the Company;</p> <p>(4) The shareholders disagree with the resolution on the merger and spin-off of the Company at the general meeting and require the Company to acquire their shares;</p> <p>(5) Other circumstances as stipulated by laws and regulations.</p> <p>Except for the above circumstances, the Company does not engage in the dealing in or disposing of the stocks of the Company.</p>	<p>Article 21 Article 36 The Company may, in accordance with laws, administrative regulations, departmental rules and the provisions of the Articles of Association, acquire the Sshares of the Company after approval by the relevant national competent authorities when:</p> <p>(1) Reducing the registered capital of the Company;</p> <p>(2) Combining with other companies holding the Sshares of the Company;</p> <p>(3) Awarding shares <u>for employee ownership plans or share incentives to the employees of the Company;</u></p> <p>(4) The shareholders disagree with the resolution on the merger and spin-off of the Company at the general meeting and require the Company to acquire their shares;</p> <p>(5) <u>Use of shares in converting the corporate bonds issued by the listed company which are convertible into shares;</u></p> <p>(6) <u>Protecting the listed company's value and the shareholders' rights and interests when necessary;</u></p> <p>(7) Other circumstances as stipulated by laws and regulations.</p> <p>Except for the above circumstances, the Company does not engage in the dealing in or disposing of the stocks of the Company.</p>

Original Articles	Amended Articles
<p>Article 22 If the Company acquires the Shares of the Company for the reasons stated in (1) to (3) of Article 21 of the Measures, it shall be approved by the resolution at the general meeting.</p> <p>After the acquisition of the Shares of the Company in accordance with the provisions of Article 21 of the Measures, if it falls into the circumstance stated in item (1), the Company shall cancel the Shares within 10 days from the date of acquisition; if it falls into the circumstances stated in items (2) and (4), the Company shall transfer or cancel the Shares within 6 months.</p> <p>The Shares of the Company acquired by the Company in accordance with the provisions of item (3) of Article 21 of the Measures shall not exceed 5% of the total issued shares of the Company; the funds used for the acquisition shall be paid out of the after-tax profits of the Company; the acquired shares shall be transferred to employees within one year.</p>	<p>Article 22 Article 37 If the Company acquires the Sshares of the Company for the reasons stated in (1) to (3) of Article 2136 of the Measures, it shall be <u>handled according to the procedures as required by the Articles of Association approved by the resolution at the general meeting.</u></p> <p>After the acquisition of the Sshares of the Company in accordance with the provisions of Article 2136 of the Measures, if it falls into the circumstance stated in item (1), the Company shall cancel the Sshares within 10 days from the date of acquisition; if it falls into the circumstances stated in items (2) and (4), the Company shall transfer or cancel the Sshares within 6 months;; <u>if it falls into the circumstances stated in items (3), (5) and (6), the total number of the Company's shares held by the Company in aggregate shall not exceed 10% of the total issued shares of the Company, and the Company shall transfer or cancel the shares within 3 years.</u></p> <p>The Shares of the Company acquired by the Company in accordance with the provisions of item (3) of Article 21 of the Measures shall not exceed 5% of the total issued shares of the Company; the funds used for the acquisition shall be paid out of the after-tax profits of the Company; the acquired shares shall be transferred to employees within one year.</p>

Original Articles	Amended Articles
<p>Article 23 The Company may acquire Shares of the Company through one of the following ways:</p> <p>(1) Centralized bidding transactions in stock exchanges;</p> <p>(2) Offer;</p> <p>(3) Others approved by the China Securities Regulatory Commission and HK Securities and Futures Commission.</p>	<p>Article 23 Article 38 The Company may, upon the approval of the relevant competent authorities of the State, repurchase acquire <u>Shares of the Company</u> through one of the following ways:</p> <p>(1) <u>Making a pro rata offer of repurchase to all shareholders</u> Centralized—bidding transactions in stock exchanges;</p> <p>(2) <u>Repurchasing through public trading on a stock exchange</u> Offer;</p> <p>(3) <u>Repurchasing shares by an off-market agreement;</u></p> <p>(3)(4) Others approved by the <u>relevant regulatory authorities</u> China—Securities Regulatory Commission and HK Securities and Futures Commission.</p> <p><u>The acquisition of the Company’s shares by the Company under the circumstances stated in items (3), (5) and (6) of the first paragraph of Article 36 shall be conducted through a public centralized transaction.</u></p>

Original Articles	Amended Articles
<p>Article 25 The substantial shareholder shall strictly abide by laws, regulations and the requirements of regulatory authorities when guaranteeing with the stocks of the Company for himself/herself or others, and shall inform the Board of the Company in advance. The office of the Board is responsible for the daily work of the collecting, sorting and submitting of share pledge information, assisting shareholders to register the pledge with the relevant authorities in a timely manner.</p>	<p>Article 25 Article 40 <u>Shareholders of the Company shall not pledge their shares of the Company, unless otherwise provided by the laws of the place of listing or domestic laws and regulations.</u> The substantial shareholder shall strictly abide by laws, regulations and the requirements of regulatory authorities when guaranteeing with the stocks of the Company for himself/herself or others, and shall inform the Board of the Company in advance. The office of the Board is responsible for the daily work of the collecting, sorting and submitting of share pledge information, assisting shareholders to register the pledge with the relevant authorities in a timely manner.</p>

Original Articles	Amended Articles
<p>Article 26 When pledging with the Shares of the Company, the shareholders of the Company shall follow the relevant provisions of regulatory authorities:</p> <p>(1) A substantial shareholder shall not pledge the Shares of the Company if his/her finance lease balance exceeds the audited net value of the Shares held by him/her in the Company for the previous year.</p> <p>(2) After the completion of the registration of share pledge, the substantial shareholder shall promptly provide the Company with relevant information concerning the pledged shares in accordance with the needs of the Company for the risk management and information disclosure.</p> <p>(3) When the number of Shares of the Company pledged by the substantial shareholder reaches or exceeds 50% of the Shares of the Company he/she holds, the director nominated by the shareholder shall not exercise the voting rights of the Board, and the pledged shares held by the shareholder shall not have voting rights when he/she votes at the general meeting of the Company (including classified shareholder voting). The Company shall state the foregoing restricted circumstances in the relevant minutes of the meeting.</p>	<p>Delete</p>
<p>Article 27 When the proposals related to cash dividend, stock distribution or share capital increased by capital reserve are approved at the general meeting, the Company shall complete the implementation of their specific plans within two months after the general meeting.</p>	<p>Article 27 Article 41 When the proposals related to cash dividend, stock distribution or share capital increased by capital reserve are approved at the general meeting, the Company shall complete the implementation of their specific plans within <u>three</u> two months after the general meeting.</p>

Original Articles	Amended Articles
<p>Article 28 The Company may entrust CSDC or Central Registration Hong Kong Limited (the “Registration Company”) to distribute cash dividends. At the same time when the cash dividends are distributed by CSDC or the Registration Company, the Company may distribute on its own to certain shareholders according to relevant regulations.</p>	<p>Article 28 Article 42 The Company may entrust <u>the Registration Company</u> CSDC or Central Registration Hong Kong Limited (the “Registration Company”) to distribute cash dividends. At the same time when the cash dividends are distributed by CSDC or the Registration Company, the Company may distribute on its own to certain shareholders according to relevant regulations.</p>
<p>Article 29 If the preceding paragraph falls into the circumstance stated in item (1), the cash dividends shall be kept by the Company until the collection. In other cases, the cash dividends shall be kept by the Registration Company until the collection. Uncollected cash dividends shall be free of interest.</p>	<p>Article 29 Article 44 In case of temporary <u>non-payment or non-payment of cash dividends according to laws and regulations, if it is paid by the Company itself</u> If the preceding paragraph falls into the circumstance stated in item (1), the cash dividends shall be kept by the Company until the collection. In other cases; <u>if it is paid by the Registration Company,</u> the cash dividends shall be kept by the Registration Company until the collection. Uncollected cash dividends shall be free of interest.</p>

Original Articles	Amended Articles
<p>Article 30 The term “substantial shareholder(s)” as used in the Measures refers to shareholders who hold more than 5% of the total Shares of the Company or less than 5% but have material impact on the operation and management of the Company.</p> <p>The “material impact” in the preceding paragraph includes, but is not limited to, dispatching directors, supervisors or senior management to the Company, affecting the finance and operational management decisions of the Company through agreements or other means, and other circumstances as determined by CBIRC or its dispatched offices.</p>	<p>Article 30 Article 45 The term “substantial shareholder(s)” as used in the Measures refers to shareholders who hold <u>or control</u> more than 5% of the total Shares <u>shares or voting rights</u> of the Company or <u>hold</u> less than 5% of the total shares of the Company but have material impact on the operation and management of the Company.</p> <p>The “material impact” in the preceding paragraph includes, but is not limited to, <u>nominating or sending</u> dispatching directors, supervisors or senior management to the Company, affecting the finance and operational management decisions of the Company through agreements or other means, and other circumstances as determined by CBIRC or its dispatched offices.</p> <p><u>The term “major shareholder(s)” as used in the Measures refers to shareholders who satisfy any of the following conditions: holding 15% or more of the shares of the Company; actually holding the most shares of the Company with the shareholding ratio no less than 5% (including shareholders holding the same number of shares); nominating two or more directors; having controlling influence over the operation and management of the Company in the opinion of the Board; other circumstances recognized by CBIRC or its dispatched offices.</u></p> <p><u>The shareholding ratio of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. Relevant shareholders with the total shareholding ratio satisfying the above requirements shall be treated as major shareholders.</u></p>

Original Articles	Amended Articles
	<u>The term “shareholder(s)” as used in the Measures refers to shareholders who hold the ordinary shares of the Company.</u>
	<u>The term “share(s)” as used in the Measures refers to the ordinary shares issued by the Company, including domestic shares and H shares.</u>

Note: Due to the addition of articles, serial numbers of the articles of the Equity Management Measures and the cross-referenced articles are adjusted accordingly.

APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS

Original Articles	Amended Articles
<p>Article 1 In order to ensure that the Board of Supervisors of China Development Bank Financial Leasing Co., Ltd. (hereinafter referred to as the “Company”) exercises its supervisory rights independently in accordance with the laws, ensure the efficient and standardized operation and scientific decision-making of the Board of Supervisors, and improve the corporate governance mechanism, the Measures has been formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplements and Amendments to Articles of Association of Companies Listed in Hong Kong, the Guidelines for the Articles of Association of Listed Companies, the Banking Supervision and Regulatory Law of the People’s Republic of China, the Administrative Measures for Financial Leasing Companies and other relevant laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities of the place where the Company’s shares are listed and the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (hereinafter referred to as the “Articles of Association”) and based on the actual situation of the Company.</p>	<p>Article 1 In order to ensure that the Board of Supervisors of China Development Bank Financial Leasing Co., Ltd. (hereinafter referred to as the “Company”) exercises its supervisory rights independently in accordance with the laws, ensure the efficient and standardized operation and scientific decision-making of the Board of Supervisors, and improve the corporate governance mechanism, the Measures has been formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplements and Amendments to Articles of Association of Companies Listed in Hong Kong, the Guidelines for the Articles of Association of Listed Companies, the Banking Supervision and Regulatory Law of the People’s Republic of China, the Administrative Measures for Financial Leasing Companies, <u>Guidelines for Corporate Governance of Banking and Insurance Institutions</u>, <u>Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial)</u> and other relevant laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities of the place where the Company’s shares are listed and the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (hereinafter referred to as the “Articles of Association”) and based on the actual situation of the Company.</p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
<p>Article 4 The Board of Supervisors consists of five supervisors, including shareholder representative supervisor(s), external supervisor(s) and employee representative supervisor(s).</p> <p>In particular, supervisor(s) representing shareholders shall be nominated by the Board of Supervisors or shareholders holding more than 3% of the shares and elected at the shareholders' general meeting. External supervisor(s) shall be nominated by the Board of Supervisors or shareholders holding more than 1% of the voting shares of the Company separately or jointly and elected at the shareholders' general meeting. Employee representative supervisor(s) shall be elected democratically by the employees of the Company through the staff representative assembly, general staff meeting or otherwise. The proportion of employee representative supervisor(s) shall not be less than one-third of the number of supervisors, and the specific proportion shall be stipulated in the Articles of Association.</p>	<p>Article 4 The Board of Supervisors consists of five supervisors, including <u>one</u> shareholder representative—supervisor(s), <u>two</u> external supervisor(s) and <u>two</u> employee representative—supervisor(s).</p> <p><u>Non-employee supervisors shall be nominated by shareholders or the Board of Supervisors. In particular, supervisor(s) representing shareholders shall be nominated by the Board of Supervisors or shareholders holding more than 3% of the shares and elected at the shareholders' general meeting. External supervisor(s) refer to supervisor(s) who do not hold any position in the Company other than that of a supervisor, and have no relationship with the Company and its shareholders and de facto controller that may affect their independent and objective judgment, and shall be nominated by the Board of Supervisors or shareholders holding more than 1% of the voting shares of the Company separately or jointly and elected at the shareholders' general meeting. Shareholders who have nominated director(s) and their related parties shall not nominate supervisor(s), unless otherwise provided by the State. Employee representative supervisor(s) shall be nominated by the Board of Supervisors and labor union of the Company, and elected democratically by the employees of the Company through the staff representative assembly, general staff meeting or otherwise. The proportion of employee representative supervisor(s) shall not be less than one-third of the number of supervisors, and the specific proportion shall be stipulated in the Articles of Association.</u></p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
<p>Article 5 Supervisors shall serve a term of three years and are eligible for re-election. The Board of Supervisors shall have one chairman, who shall be elected or removed by more than two-thirds (inclusive) of all the supervisors.</p>	<p>Article 5 Supervisors shall serve a term of <u>no more than three years for each term</u> and are eligible for re-election <u>upon expiry of each term</u>. The Board of Supervisors shall have one chairman, who shall be elected or removed by more than two-thirds (inclusive) of all the supervisors. <u>The cumulative term of office of an external supervisor shall not exceed six years. A supervisor shall continue to perform his/her duties in accordance with the laws, regulations and the Articles of Association until a duly elected supervisor takes office, if the election has not been conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisor results in the number of supervisors being less than the quorum.</u></p>
<p>Article 7 The Board of Supervisors has set up an office, as the daily working body of the Board of Supervisors, to supervise and inspect the corporate governance, finance, risk management and internal control as delegated by the Board of Supervisors, and to be responsible for the preparation, documentation preparation and minutes of meetings of the Board of Supervisors and special committees of the Board of Supervisors. The staff employed by the office of the Board of Supervisors shall have relevant professional knowledge to fully ensure that they perform their duties.</p>	<p>Article 7 The Board of Supervisors has set up an office, as the daily working body of the Board of Supervisors, to supervise and inspect the corporate governance, finance, risk management and internal control as delegated by the Board of Supervisors, and to be responsible for the preparation, documentation preparation and minutes of meetings of the Board of Supervisors and special committees of the Board of Supervisors. The staff employed by the office of the Board of Supervisors shall have relevant professional knowledge to fully ensure that they perform their duties.</p> <p><u>The Company may set up special committees such as the Nomination Committee and the Supervision Committee under the Board of Supervisors according to the actual situation.</u></p>
<p>No relevant contents in the original articles</p>	<p>SECTION 2 FUNCTIONS AND POWERS OF SUPERVISORS</p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
No relevant contents in the original articles	<p><u>Article 9</u> Supervisors shall perform the following duties or obligations:</p> <p><u>(1) to attend board meetings as non-voting attendees, and to raise questions or suggestions on board resolutions;</u></p> <p><u>(2) to attend meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></p> <p><u>(3) to be responsible for the resolutions of the Board of Supervisors;</u></p> <p><u>(4) to actively participate in trainings organized by the Company and regulatory authorities, understand the rights and obligations of supervisors, familiarize themselves with relevant laws and regulations, and continuously possess the professional knowledge and capabilities required for performing their duties;</u></p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
	<p><u>(5) to be faithful and diligent towards the Company, perform their duties diligently and prudently, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p><u>(6) to actively participate in the supervision and inspection activities organized by the Board of Supervisors, have the right to conduct independent investigation and obtain evidence in accordance with the laws, and put forward questions and supervision opinions in a practical manner;</u></p> <p><u>(7) to abide by the laws, regulations, regulatory requirements and the Articles of Association.</u></p> <p><u>External supervisors shall not be affected by substantial shareholders, senior management and other entities and individuals who have interests in the Company in the decision-making and supervision process, and shall focus on safeguarding the legitimate rights and interests of minority shareholders and other stakeholders. External supervisors shall work in the Company for no less than 15 working days each year. Employee supervisors shall listen to the opinions and suggestions of employees on the rules and regulations or major issues concerning the vital interests of employees, and truly, accurately and comprehensively reflect on the Board of Supervisors to effectively protect the legitimate rights and interests of employees.</u></p> <p><u>Employee supervisors shall report their work to the staff (representative) assembly on a regular basis, take the initiative to accept the supervision by the fellow employees, and shall express opinions and exercise voting rights at the meeting of the Board of Supervisors on matters resolved at the staff (representative) assembly in accordance with the relevant resolutions of the staff (representative) assembly.</u></p>

APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS

Original Articles	Amended Articles
<p>Article 9 The Board of Supervisors shall perform the following duties:</p> <p>(1) to examine the Company's financial affairs;</p> <p>(2) to supervise the performance of duties by the directors and senior management and to propose the removal of directors and senior management who are in breach of the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meeting;</p> <p>(3) to demand any director, president or other senior management of the Company who acts in a manner harmful to the Company's interests to rectify such behavior;</p> <p>(4) to propose the convening of extraordinary general meetings and to convene and preside over shareholders' general meetings when the Board of Directors fails to perform the duty of convening and presiding over shareholders' general meetings;</p> <p>(5) to propose resolutions at a shareholders' general meeting;</p> <p>(6) to negotiate with directors and senior management on behalf of the Company or to sue directors and senior management;</p> <p>(7) to propose to convene an extraordinary meeting of the Board of Directors;</p> <p>(8) to elect the chairman of the Board of Supervisors;</p> <p>(9) to formulate the Rules of Procedures of the Board of Supervisors;</p> <p>(10) to propose the remuneration package of supervisors;</p>	<p>Article 9-10 The Board of Supervisors shall perform the following duties:</p> <p>(1) <u>to supervise the Board of Directors to establish sound business philosophy, value standards and formulate development strategies in line with the Company's situation; evaluate the scientificity, rationality and robustness of the Company's development strategies, and form evaluation reports;</u></p> <p>(2) <u>to examine the Company's financial affairs; supervise and inspect the operation decisions, risk management and internal control of the Company and supervise the rectification;</u></p> <p>(23) to supervise the performance of duties by the directors and senior management and to propose the removal of directors and senior management who are in breach of the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meeting;</p> <p>(34) to demand any director, president or other senior management of the Company who acts in a manner harmful to the Company's interests to rectify such behavior;</p> <p>(4)—(5) <u>to propose the convening of extraordinary general meetings and to convene and preside over shareholders' general meetings when the Board of Directors fails to perform the duty of convening and presiding over shareholders' general meetings;</u></p> <p>(56) <u>to propose resolutions at a shareholders' general meeting;</u></p> <p>(67) <u>to negotiate with directors and senior management on behalf of the Company or to sue directors and senior management;</u></p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
<p>(11) other functions and powers stipulated by the laws, regulations, regulatory documents, the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association.</p>	<p>(78) to propose to convene an extraordinary meeting of the Board of Directors;</p> <p>(89) to elect the chairman of the Board of Supervisors;</p> <p>(910) to formulate the Rules of Procedures of the Board of Supervisors;</p> <p>(1011) to propose the remuneration package of supervisors, and supervise the <u>implementation of the remuneration management system of the Company and the scientificity and rationality of the remuneration package of senior management;</u></p> <p>(11)–(12) to supervise the selection and appointment procedures of directors; <u>be responsible for the performance evaluation of directors and supervisors of the Company, establish and improve the performance files of supervisors and the performance evaluation files of directors and supervisors;</u></p> <p><u>(13) to investigate any irregularities identified in the operation of the Company; if necessary, engage professional institutions such as accounting firms and law firms to assist its work at the expense of the Company;</u></p> <p>(14) other functions and powers stipulated by the laws, regulations, regulatory documents, the securities regulatory authorities of the place where the Company's shares are listed and the Articles of Association.</p>
<p>Article 13 The Board of Supervisors shall review the profit distribution plan formulated by the Board of Directors and express its opinions on the compliance and rationality of the profit distribution plan.</p>	<p>Delete</p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
<p>Article 19 Supervisors may propose to convene an extraordinary meeting of the Board of Supervisors. Where a supervisor proposes to convene an extraordinary meeting of the Board of Supervisors, he/she shall submit a written proposal signed by the proposing supervisor to the chairman of the Board of Supervisors through the office of the Board of Supervisors or directly. The written proposal shall state the following:</p> <p>(1) the name of the proposing supervisor;</p> <p>(2) reason(s) for the proposal or objective reason(s) on which the proposal is based;</p> <p>(3) time or timeframe, venue and form of the proposed meeting;</p> <p>(4) clear and specific proposal(s);</p> <p>(5) the contact information of the proposing supervisor and the date of proposal, etc.</p> <p>Within three days after the office of the Board of Supervisors or the chairman of the Board of Supervisors receives the written proposal from a supervisor, the office of the Board of Supervisors shall issue a notice to convene an extraordinary meeting of the Board of Supervisors.</p>	<p>Article 19 Supervisors may propose to convene an extraordinary meeting of the Board of Supervisors. Where a supervisor proposes to convene an extraordinary meeting of the Board of Supervisors, he/she shall submit a written proposal signed by the proposing supervisor to the chairman of the Board of Supervisors through the office of the Board of Supervisors or directly. The written proposal shall state the following:</p> <p>(1) the name of the proposing supervisor;</p> <p>(2) reason(s) for the proposal or objective reason(s) on which the proposal is based;</p> <p>(3) time or timeframe, venue and form of the proposed meeting;</p> <p>(4) clear and specific proposal(s);</p> <p>(5) the contact information of the proposing supervisor and the date of proposal, etc.</p> <p>Within three days after the office of the Board of Supervisors or the chairman of the Board of Supervisors receives the written proposal from a supervisor, the office of the Board of Supervisors shall issue a notice to convene an extraordinary meeting of the Board of Supervisors.</p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
<p>Article 22 To convene regular meetings and extraordinary meetings of the Board of Supervisors, written notices or notices by telephone or facsimile or other electronic means of communication shall be given ten days prior to each meeting of the Board of Supervisors. In case of emergency, the notice of meeting may be sent by verbal means or telephone, etc. at any time without the limitation of the notice period mentioned above, but the convener shall give explanation at the meeting.</p>	<p>Article 22 To convene regular meetings and extraordinary meetings of the Board of Supervisors, wWritten notices or notices by telephone or, electronic mail, facsimile or other electronic means of communication shall be given ten days prior to each meetings of the Board of Supervisors <u>in advance. Notices of regular meetings shall be given to all supervisors ten days in advance, and notices of extraordinary meetings shall be given to all supervisors three days in advance.</u> In case of emergency, the notice of meeting may be sent by verbal means or telephone, etc. at any time without the limitation of the notice period mentioned above, but the convener shall give explanation at the meeting.</p>
<p>Article 29 Supervisors shall attend the meeting of the Board of Supervisors in person upon receipt of the written notice. If a supervisor is unable to attend a meeting in person for any reason, he/she may appoint in writing another supervisor as his/her proxy to attend on his/her behalf, but a supervisor shall not accept such appointment from more than two supervisors at a single meeting of the Board of Supervisors. The power of attorney shall specify the name of the proxy supervisor, proxy matters, authorization and validity period, and shall be signed or sealed by the principal. Where the principal entrusts other supervisors to attend the meetings of the Board of Supervisors on his/her behalf, the principal shall independently assume legal responsibilities for the decisions made by the trustee within the scope of authorization.</p>	<p>Article 29 Supervisors shall attend the meeting of the Board of Supervisors in person upon receipt of the written notice. <u>Supervisors shall attend at least two-thirds of the on-site meetings of the Board of Supervisors in person every year.</u> If a supervisor is unable to attend a meeting in person for any reason, he/she may appoint in writing another supervisor as his/her proxy to attend on his/her behalf, but a supervisor shall not accept such appointment from more than two supervisors at a single meeting of the Board of Supervisors. The power of attorney shall specify the name of the proxy supervisor, proxy matters, authorization and validity period, <u>scope of authorization, the supervisor's personal opinions and voting intentions on the resolutions,</u> and shall be signed or sealed by the principal. Where the principal entrusts other supervisors to attend the meetings of the Board of Supervisors on his/her behalf, the principal shall independently assume legal responsibilities for the decisions made by the trustee within the scope of authorization.</p> <p><u>On-site meeting refers to a meeting held by means of on-site attendance, video conference, telephone conference, etc. which ensures that participants can communicate and discuss in real time.</u></p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
<p>Article 32 The meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor jointly elected by no less than half of all supervisors shall convene and preside over the meeting.</p> <p>After the new session of the Board of Supervisors is elected at the shareholders' general meeting, the supervisor who has received the largest number of approving votes at the shareholders' general meeting (if more than one supervisor have received the largest number of approving votes, then one of them shall be elected) shall preside over the meeting to elect the chairman of the new session of the Board of Supervisors.</p> <p>If a meeting of the Board of Supervisors is convened by means of telephone conference or video conference, it shall ensure that the supervisors present at the meeting can clearly hear the speeches of other supervisors and communicate with each other. A meeting of the Board of Supervisors convened in this way shall be recorded by audio or video means.</p>	<p>Article 32 The meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor jointly elected by no less than half of all supervisors shall convene and <u>or</u> preside over the meeting, <u>and all supervisors shall be notified two days before such meeting.</u></p> <p>After the new session of the Board of Supervisors is elected at the shareholders' general meeting, the supervisor who has received the largest number of approving votes at the shareholders' general meeting (if more than one supervisor have received the largest number of approving votes, then one of them shall be elected) shall preside over the meeting to elect the chairman of the new session of the Board of Supervisors.</p> <p>If a meeting of the Board of Supervisors is convened by means of telephone conference or video conference, it shall ensure that the supervisors present at the meeting can clearly hear the speeches of other supervisors and communicate with each other. A meeting of the Board of Supervisors convened in this way shall be recorded by audio or video means.</p>
<p>Article 38 The meeting of the Board of Supervisors may vote by show of hands or by open ballot. Once each resolution is voted, the voting results shall be counted by the meeting staff on site, announced by the chairman of the meeting on the spot and recorded.</p>	<p>Article 38 The meeting of the Board of Supervisors may vote by show of hands or by open ballot. <u>The voting intentions of supervisors shall be for, against, abstain or avoid.</u> Once each resolution is voted, the voting results shall be counted by the meeting staff on site, announced by the chairman of the meeting on the spot and recorded.</p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
<p>Article 39 Meetings of the Board of Supervisors may be convened by way of on-site meetings or telephone conferences, video conferences, written circulation, etc. If a meeting of the Board of Supervisors is convened by means of telephone conference or video conference, it shall ensure that the supervisors present at the meeting can clearly hear the speeches of other supervisors and communicate with each other. A meeting of the Board of Supervisors convened in this way shall be recorded by audio or video means. Supervisors who are unable to sign the meeting minutes immediately at such meetings shall vote orally and perform the procedure of written signature as soon as possible. The oral vote of supervisors shall carry equal effects as their written signature, but the subsequent written signature must be in conformity with the oral vote at the meeting. If there is any discrepancy between such written signature and oral vote, the oral vote shall prevail.</p> <p>If a meeting of the Board of Supervisors is convened by way of written circulation, i.e. by serving the resolutions separately or by circulating the resolutions for consideration and approval, supervisors or other supervisors appointed by them shall clearly write down their opinions of for, against or abstain on the resolutions. Once the number of supervisors who sign in favor reaches the quorum required for passing a resolution as provided in the Articles of Association, the resolution shall be deemed as a resolution of the Board of Supervisors.</p>	<p>Article 39 Meetings of the Board of Supervisors may be convened by way of on-site meetings or telephone conferences, video conferences, written circulation, etc. <u>Resolutions of the Board of Supervisors may be passed by way of on-site voting or written circulation.</u> If a meeting of the Board of Supervisors is convened by means of telephone conference or video conference, it shall ensure that the supervisors present at the meeting can clearly hear the speeches of other supervisors and communicate with each other. A meeting of the Board of Supervisors convened in this way shall be recorded by audio or video means. Supervisors who are unable to sign the meeting minutes immediately at such meetings shall vote orally and perform the procedure of written signature as soon as possible. The oral vote of supervisors shall carry equal effects as their written signature, but the subsequent written signature must be in conformity with the oral vote at the meeting. If there is any discrepancy between such written signature and oral vote, the oral vote shall prevail.</p> <p>If a meeting of the Board of Supervisors is convened by way of written circulation, i.e. by serving the resolutions separately or by circulating the resolutions for consideration and approval, supervisors or other supervisors appointed by them shall clearly write down their opinions of for, against-or, <u>abstain or avoid</u> on the resolutions. Once the number of supervisors who sign in favor reaches the quorum required for passing a resolution as provided in the Articles of Association, the resolution shall be deemed as a resolution of the Board of Supervisors <u>and take effect.</u></p>

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Original Articles	Amended Articles
<p>Article 40 Meeting minutes of the Board of Supervisors shall be prepared in detail as a formal proof of the resolutions on the matters considered at the meetings of the Board of Supervisors. When convening meetings of the Board of Supervisors, the whole process shall be recorded by audio means if necessary...</p> <p>The office of the Board of Supervisors shall designate special personnel to carefully organize and record the matters considered at the meetings. The minutes of each meeting of the Board of Supervisors shall be provided to all attending supervisors for review within five days after the conclusion of the meeting. If supervisors have any amendment or supplement to the minutes, they shall give a written reply on the amendment within one week after receipt of such minutes.</p> <p>...</p> <p>Meeting minutes of the Board of Supervisors shall be kept as the Company's files in accordance with the Company's file management system.</p>	<p>Article 40 <u>Meeting—minutes of on-site meetings</u> of the Board of Supervisors shall be prepared in detail as a formal proof of the resolutions on the matters considered at the meetings of the Board of Supervisors. When convening meetings of the Board of Supervisors, the whole process shall be recorded by audio means if necessary...</p> <p>The office of the Board of Supervisors shall designate special personnel to carefully organize and record the matters considered at the meetings. The minutes of each meeting of the Board of Supervisors shall be provided to all attending supervisors for review within <u>five—ten</u> days after the conclusion of the meeting. If supervisors have any amendment or supplement to the minutes, they shall give a written reply on the amendment within one week after receipt of such minutes.</p> <p>...</p> <p>Meeting minutes of the Board of Supervisors shall be kept as the Company's files in <u>accordance with the Company's file management system—its archive room permanently.</u></p>
<p>Article 52 Amendments to these Rules shall take effect from the date of the initial public offering of the Company's shares upon approval by no less than two-thirds of the supervisors and approval by way of ordinary resolution at the shareholders' general meeting.</p>	<p>Article 52 Amendments to these Rules shall take effect from the date of the initial public offering of the Company's shares upon approval by no less than two-thirds of the supervisors and <u>consideration and</u> approval by way of ordinary resolution at the shareholders' general meeting.</p>
<p>Article 53 These Rules shall be interpreted by the Board of Supervisors.</p>	<p>Article 53 <u>The Rules of Procedure of the Board of Supervisors are formulated by the Board of Supervisors and approved by the shareholders' general meeting.</u> These Rules shall be interpreted by the Board of Supervisors.</p>

Note: Due to the addition and deletion of articles, serial numbers of the Rules of Procedure of the Board of Supervisors and the cross-referenced articles are adjusted accordingly.

**Remuneration Management Measures for Directors and Supervisors of
China Development Bank Financial Leasing Co., Ltd.**

CHAPTER I GENERAL

Article 1 In order to further standardize the Company’s remuneration management system, establish a sound, scientific and effective incentive and restraint mechanism, and ensure the directors and supervisors of the Company to perform their functions and powers in accordance with the laws, the Measures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Corporate Governance Standards for Banking and Insurance Institutions, the Supervisory Guidelines on Sound Remuneration in Commercial Banks, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) and other relevant laws and regulations, and the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the “**Articles of Association**”) and other relevant provisions.

Article 2 The Measures shall be applicable to all directors and supervisors of the Company as specified in the Corporate Governance Standards for Banking and Insurance Institutions and the Articles of Association. The directors referred to in the Measures include executive directors, non-executive directors, independent directors and employee directors, while the supervisors referred to in the Measures include shareholder supervisors, external supervisors and employee supervisors.

Article 3 The remuneration management of directors and supervisors of the Company follows the principles below:

- (1) Align with the corporate governance requirements and balance with the Company’s competitiveness and sustainable capacity building;
- (2) Adhere to the principle of allocation according to the amount work and integration of responsibility, power and interests;
- (3) Implement the principle to link income level with work objectives;
- (4) The principle of integrating remuneration with the long-term interests of the Company;
- (5) The remuneration level shall be in line with the operating results upon risk cost adjustment;
- (6) The remuneration level shall be in line with the market remuneration level of the industry in which the Company operates;
- (7) The remuneration standards shall be open, fair and transparent.

CHAPTER II MANAGEMENT BODY

Article 4 The shareholders' general meeting of the Company is responsible for considering and approving the remuneration management system for directors and supervisors and the remuneration of directors and supervisors.

Article 5 The Board of Directors of the Company has established the Remuneration Committee. The Remuneration Committee is responsible for proposing the remuneration composition, standards, distribution methods and adjustments for directors, which shall be submitted to the Board of Directors of the Company for consideration with reference to the consultation opinions from the Board of Supervisors, and then to the shareholders' general meeting of the Company for approval before implementation. The voting on the remuneration plan for directors by the Board of Directors shall not be voted by way of written circulation, and shall be approved by more than two-thirds of the directors (including a majority of independent directors). Independent directors shall give objective, fair and independent opinions on the remuneration plan for directors reviewed by the shareholders' general meeting or the Board of Directors.

Article 6 The Board of Supervisors of the Company is responsible for proposing the remuneration composition, standards, distribution methods and adjustments for supervisors, which shall then be approved by the shareholders' general meeting of the Company before implementation.

Article 7 The human resources department of the Company is responsible for the specific implementation of the remuneration plan for directors and supervisors, and shall report to the Board of Directors and the Board of Supervisors on a regular basis. The risk management department, the legal compliance department, the accounting department, the Discipline Committee office and the audit department shall participate in and supervise the implementation of remuneration plan.

CHAPTER III REMUNERATION COMPOSITION

Article 8 The Company shall determine different remuneration policies and adjustment mechanisms according to the identity and nature of work of directors and supervisors, as well as the responsibilities, risks and pressure assumed:

- (1) Executive directors, employee directors and employee supervisors shall receive annual remuneration in accordance with their duties and responsibilities, and, in case of holding positions at the Company, receive remuneration in accordance with the remuneration management system for senior management and employees of the Company and other relevant remuneration management policies and systems, with no additional remuneration for being directors and supervisors.

APPENDIX IV DETAILS OF PROPOSED FORMULATION OF THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS AND SUPERVISORS

- (2) The remuneration of non-executive directors and shareholder supervisors is mainly composed of allowances, which shall be implemented in accordance with the allowance standards set out in the remuneration plan for directors and supervisors considered and approved by the shareholders' general meeting.

If shareholder entities have relevant provisions on the remuneration of directors and supervisors appointed by them, or national laws and regulations have relevant provisions on the remuneration of directors and supervisors who hold other positions outside the Company, such relevant provisions shall prevail.

- (3) The remuneration of independent directors and external supervisors is mainly composed of allowances, which shall be implemented in accordance with the allowance standards set out in the remuneration plan for directors and supervisors considered and approved by the shareholders' general meeting.

Article 9 All reasonable expenses incurred by directors and supervisors during the exercise of their duties and powers pursuant to the Company Law, the Articles of Association and the rules and regulations of the Company shall be reimbursed by the Company.

CHAPTER IV REMUNERATION DISTRIBUTION

Article 10 The finance and accounting department and human resources department of the Company shall cooperate with the Board of Directors and the Board of Supervisors to implement the remuneration plan for directors and supervisors of the Company. The human resources department of the Company shall distribute the remuneration of directors and supervisors according to the resolutions of the shareholders' general meeting.

Article 11 The annual remuneration of executive directors, employee directors and employee supervisors shall be distributed in accordance with their positions with reference to the relevant remuneration management measures of the Company. The annual remuneration of non-executive directors, independent directors, shareholder supervisors and external supervisors shall be distributed on a monthly basis in equal portions, except for those who shall not receive remuneration from the Company in accordance with the Measures.

Article 12 If a director or supervisor of the Company leaves office due to expiration, re-election or resignation during his/her term of office, remuneration shall be distributed according to his/her actual term of office and performance assessment.

Article 13 The Company may suspend, decline to distribute or partially distribute allowances or performance-based remuneration upon the occurrence of any of the following circumstances during the term of office of a director or supervisor of the Company:

- (1) Has been publicly condemned or declared as an inappropriate candidate by the stock exchange, the Hong Kong Stock Exchange or other domestic and overseas regulatory authorities due to the violation of laws and regulations or other misconduct;

APPENDIX IV DETAILS OF PROPOSED FORMULATION OF THE REMUNERATION MANAGEMENT MEASURES FOR DIRECTORS AND SUPERVISORS

- (2) Administrative penalties imposed by regulatory authorities due to material violation of laws and regulations;
- (3) Risk losses of the Company are exposed to abnormal risks or suffered from significant losses due to the failure of business decision-making, and such director is determined to be responsible;
- (4) Other circumstances as determined by the shareholders' general meeting of the Company to be in serious violation of the relevant provisions of the Company;
- (5) The performance evaluation of such director and supervisor is rated as "incompetent";
- (6) Other circumstances that are not suitable for distribution in accordance with the requirements of relevant laws and regulations.

Article 14 If the risk losses incurred by the Company during the term of office of an executive director are exposed to abnormal risks, the Company shall, in accordance with the relevant provisions of the Company's performance-based remuneration recourse and deduction system, cease to pay the executive director the unpaid part of the performance-based remuneration, and recover the performance-based remuneration distributed within the corresponding period. Provisions on recourse and deduction shall also apply to leavers and retirees.

Article 15 The remuneration of directors and supervisors represents income before tax, and the individual income tax shall be withheld and paid by the Company.

CHAPTER V REMUNERATION ADJUSTMENT

Article 16 The remuneration system for directors and supervisors shall serve the Company's business strategy and make corresponding adjustments to adapt to the further development needs of the Company in light of the continuous changes in the Company's operating conditions.

Article 17 The adjustment basis of the remuneration of directors and supervisors of the Company is as follows:

- (1) The level of remuneration changes in the industry, also making reference to the professional opinions issued by market research institutions on the trend of remuneration;
- (2) Inflation level;
- (3) Profitability of the Company;

**APPENDIX IV DETAILS OF PROPOSED FORMULATION OF THE REMUNERATION
MANAGEMENT MEASURES FOR DIRECTORS AND SUPERVISORS**

- (4) Organizational restructuring;
- (5) Individual adjustment due to changes in positions;
- (6) Other circumstances as stipulated by laws and regulations.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 18 The Company shall regularly disclose the remuneration management system for directors and supervisors and the remuneration information of directors and supervisors in accordance with laws, regulations and regulatory requirements.

Article 19 The right of amendment to the Measures shall belong to the shareholders' general meeting of the Company, and the right of interpretation shall belong to the shareholders' general meeting of the Company or its authorized institutions. Matters not covered in the Measures shall be executed in accordance with the provisions of relevant national laws, regulations, regulatory documents and the Articles of Association. In the event of any conflict between the Measures and any future laws, regulations and regulatory documents promulgated by the State, such national laws, regulations and regulatory documents shall prevail and the relevant provisions of the Measures shall be amended accordingly.

Article 20 The Measures shall come into effect after being considered and approved at the shareholders' general meeting and the same shall apply to amendments. From the effective date of the Measures, the original Remuneration Management Measures for Supervisors shall be repealed simultaneously.