国银租赁
CHINA DEVELOPMENT BANK LEASING

國銀金融租賃股份有限公司*

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 1606)

PROXY FORM OF HOLDERS OF H SHARES FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018 TO BE HELD ON WEDNESDAY, 28 FEBRUARY 2018

NUMBER OF SHARES TO WHICH THIS PROXY FORM RELATES(Note 1)	

I/We(Note 2) _____

of _____

being the registered holder(s) of(Note 3) _____ H share(s) of RMB1.00 each in the share capital of China Development Bank Financial Leasing Co., Ltd. (the "**Company**") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**(Note 4) or _____

of _____

as my/our proxy to attend and act for me/us at the 2018 first extraordinary general meeting to be held at 10:00 a.m. on Wednesday, 28 February 2018 at the Meeting Room, 21/F, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC (the "**Meeting**") (and any adjournment thereof) for the purposes of considering and, if thought fit, approving the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below(Note 5).

ORDINARY RESOLUTIONS		**For**(Note 5)	**Against**(Note 5)	**Abstain**(Note 5)
1.	To consider and approve the change of registered address of the Company			
2.	To consider and approve the election of Mr. Peng Zhong as an executive director of the first session of the board of directors of the Company			
3.	To consider and approve the Implementation Rules for Qualification, Election and Appointment Procedures of Directors and Senior Management of China Development Bank Financial Leasing Co., Ltd.			
4.	To consider and approve the Amendments to the Rule of Procedures of the Board of Supervisors of China Development Bank Financial Leasing Co., Ltd.			
5.	To consider and approve the election of Mr. Ma Yongyi as an external supervisor of the Company			
6.	To consider and approve the Administrative Measures for the Allowances for Supervisors of China Development Bank Financial Leasing Co., Ltd.			
SPECIAL RESOLUTION		**For**(Note 5)	**Against**(Note 5)	**Abstain**(Note 5)
7.	To consider and approve the Amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.			

Date: _____2018 Signature(s)(Note 6): _____

* *CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD. is (a) not an authorized institution within the meaning of the Banking Ordinance; (b) not authorized to carry on banking/deposit-taking business in Hong Kong; and (c) not subject to the supervision of the Hong Kong Monetary Authority.*

Notes:

1. Please insert the number of H shares to which this proxy form relates. If no number of shares is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).

2. Please insert full name(s) and address(es) (as registered in the register of members of the Company) in **BLOCK CAPITALS.**

3. Please insert the number of shares registered under your name(s).

4. If any proxy other than the chairman of the Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote in his stead. Such proxies may only exercise their voting rights in a poll. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**

5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✔) IN THE RELEVANT BOX BELOW THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✔) IN THE RELEVANT BOX BELOW THE BOX MARKED "Against". IF YOU WISH TO ABSTAIN, TICK (✔) IN THE RELEVANT BOX BELOW THE BOX MARKED "Abstain", AND YOUR VOTE WILL BE INCLUDED IN THE TOTAL NUMBER OF VOTES OF THE RELEVANT RESOLUTION IN ORDER TO CALCULATE THE VOTING RESULT OF THAT RESOLUTION.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as "**Abstain**".

6. This proxy form must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

7. In case of joint holders of any shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first on the register of members, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).

8. To be valid, this proxy form together with the notarised power of attorney or other authorization document (if any) must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares not less than 24 hours before the time fixed for the holding of the Meeting (i.e. 10:00 a.m. on Tuesday, 27 February 2018) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof if he so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked. Shareholders or their proxies attending the Meeting (and any adjournment thereof) shall produce their identity documents.