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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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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)

ANNUAL REPORT FOR THE YEAR 2018

PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018

FINAL FINANCIAL REPORT FOR THE YEAR 2018

REPORT OF FINANCIAL BUDGET FOR THE YEAR 2019

APPOINTMENT OF ACCOUNTING FIRM FOR THE YEAR 2019

RENEWAL OF FRAMEWORK AGREEMENTS ON CONTINUING CONNECTED TRANSACTIONS

ADJUSTMENT TO THE RATIO OF DEFERRED REMUNERATION OF THE CHAIRMAN

REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018

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FINANCE LEASE TRANSACTIONS IN RELATION TO SALE AND LEASEBACK OF INFRASTRUCTURE

NON-RECOURSE FACTORING TRANSACTIONS ON CREDITOR'S RIGHT UNDER FINANCE LEASE

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

AND

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

The 2018 Annual General Meeting will be held at 10:00 a.m. on Friday, 28 June 2019 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC.

A proxy form for use at the 2018 Annual General Meeting is enclosed with this circular 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 the 2018 Annual General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours (i.e. before 10:00 a.m. on Thursday, 27 June 2019) before the time fixed for holding the 2018 Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the 2018 Annual General Meeting and voting in person if you so wish. Shareholders who intend to attend the 2018 Annual General Meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 7 June 2019.

6 June 2019

* *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.*

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“2018 Annual General Meeting”	the 2018 annual general meeting of the Company to be held at 10:00 a.m. on Friday, 28 June 2019 at the Conference 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
“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 joint stock company with limited liability established in the PRC in 1994 and the Controlling Shareholder of the Company which holds 64.40% equity interest of the Company
“Company”, “our Company” or “the 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
“continuing connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)”	director(s) of the Company
“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
“Factoring Agreements”	the factoring agreement(s) proposed to be entered into among the Company, the Factoring Bank and the lessees
“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, substantial executive officer and substantial shareholders of the Company and its subsidiaries as well as their respective associates (as defined in the Listing Rules)
“Independent Shareholder(s)”	Shareholder(s) who is/are not required to abstain from voting on New Financing Service Framework Agreement, New Deposit Service Framework Agreement and New Debt Financing Instruments Investment Framework Agreement, and the proposed annual caps for 2019, 2020 and 2021 thereunder
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“New Debt Financing Instruments Investment Framework Agreement”	the new debt financing instruments investment framework agreement entered into between the Company and CDB on 14 May 2019 (after trading hours)
“New Deposit Service Framework Agreement”	the new deposit service framework agreement entered into between the Company and CDB on 14 May 2019 (after trading hours)
“New Finance Lease Agreements”	one or more finance lease agreements to be signed by the Company and the lessee after the approval of the Company’s 2018 Annual General Meeting in respect of the Leased Assets under the transaction
“New Financing Service Framework Agreement”	the new financing service framework agreement entered into between the Company and CDB on 14 May 2019 (after trading hours)
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“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

DEFINITIONS

“USD” United States dollar(s), the lawful currency of the United States

“%” percent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Xuedong (*Chairman*)

Mr. Huang Min

Non-executive Director:

Mr. Li Yingbao

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

PRC

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

6 June 2019

To the Shareholders

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2018
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018
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GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
AND
NOTICE OF THE 2018 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notice of the 2018 Annual General Meeting and 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 2018 Annual General Meeting as described below.

At the 2018 Annual General Meeting, ordinary resolutions will be proposed to (i) consider and approve the annual report for the year 2018; (ii) consider and approve the profit distribution plan for the year 2018; (iii) consider and approve the final financial report for the year 2018; (iv) consider and approve the report of financial budget for the year 2019; (v) consider and approve the appointment of accounting firm for the year 2019; (vi) consider and approve the renewal of framework agreements on continuing connected transactions for 2019 to 2021 and the proposed annual caps; (vii) consider and approve the adjustment to the ratio of deferred remuneration of the Chairman; (viii) consider and approve the report of the Board of Directors for the year 2018; (ix) consider and approve the report of the Board of Supervisors for the year 2018; (x) consider and approve finance lease transactions in relation to sale and leaseback of infrastructure; and (xi) consider and approve non-recourse factoring transactions on creditor's right under finance lease; and special resolutions will be proposed to (i) consider and approve the Amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.; and (ii) consider and approve the general mandate to issue debt financing instruments.

ANNUAL REPORT FOR THE YEAR 2018

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the annual report for the year 2018. Please refer to the Company's annual report for the year 2018 published on 26 April 2019 on the websites of the Stock Exchange and the Company.

PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the profit distribution plan for the year 2018.

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 2018 as follows:

1. The net profit of the Group for the year 2018 amounted to RMB2.507 billion; the total amount of profit distribution amounted to RMB1,128,079,567.40, accounting for 45% of the net profit of the Group for the year 2018.

LETTER FROM THE BOARD

2. Based on the total share capital of the Company of 12,642,380,000 Shares, the Company proposed to make a dividend distribution of RMB0.8923 per 10 Shares (inclusive of tax). In principle, payments will be made to holders of Domestic Shares in Renminbi and holders of H Shares in Hong Kong dollars. The exchange rate of HK\$ will be the average closing price of RMB against HK\$ announced by the PBOC for the five working days prior to the date of dividend distribution declaration.

FINAL FINANCIAL REPORT FOR THE YEAR 2018

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the final financial report for the year 2018.

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 2018 have been set out in the Company's annual report for the year 2018. Please refer to the Company's annual report for the year 2018 published on 26 April 2019 on the websites of the Stock Exchange and the Company.

REPORT OF FINANCIAL BUDGET FOR THE YEAR 2019

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the financial budget of the Company for the year 2019.

The budget for operating expenses of the Company for the year 2019 is approximately RMB14.35 billion, representing an increase of RMB2.087 billion or 17% as compared with that of the year 2018. The budget for additional capital expenses is approximately RMB52 million, in which the informatization expenses and expenditure on purchase and renovation are approximately RMB40 million and RMB12 million, respectively.

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.

APPOINTMENT OF ACCOUNTING FIRM FOR THE YEAR 2019

An ordinary resolution in respect of the appointment of accounting firm for the year 2019 will be proposed at the 2018 Annual General Meeting.

LETTER FROM THE BOARD

In accordance with the requirements of the Measures for Administration of Accounting Firm Selection by Financial Enterprises through Bidding (Trial Implementation) (Caijin [2010] No.169) enacted by the Ministry of Finance of the PRC, the three-year valid bidding period of the previous accounting firm has expired, the Company shall re-appoint the accounting firm for the year 2019. The Company proposes to appoint Ernst & Young Hua Ming LLP (issuance of audit report in accordance with the standards in the PRC) and Ernst & Young Certified Public Accountants (issuance of audit report in accordance with the international standards) as the auditors of the Company for the year 2019. The term of appointment will last till the date of the resolution in relation to the appointment of auditors being considered and approved at the 2019 annual general meeting of the Company. It is also proposed at the general meeting to approve the authorization to management to determine the service fees in accordance with the auditors' service scope, workload and other factors.

As the auditors of the Company for the year 2018, PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers have confirmed that there are no matters relating to their retirement that need to be brought to the attention of the Shareholders of the Company. The Board has also confirmed that the Company has no disagreement or unresolved matters with PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers, and is not aware of any matters that need to be brought to the attention of the Shareholders.

RENEWAL OF FRAMEWORK AGREEMENTS ON CONTINUING CONNECTED TRANSACTIONS FOR 2019 TO 2021 AND THE PROPOSED ANNUAL CAPS

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the renewal of framework agreements on continuing connected transactions for 2019 to 2021 and the proposed annual caps.

Reference is hereby made to the announcement of the Company dated 14 May 2019. As the highest applicable percentage ratio for the proposed annual caps of the New Financing Service Framework Agreement, New Deposit Service Framework Agreement and New Debt Financing Instruments Investment Framework Agreement calculated in accordance with the Listing Rules is higher than 5%, the continuing connected transactions under the New Financing Service Framework Agreement, New Deposit Service Framework Agreement and New Debt Financing Instruments Investment Framework Agreement are subject to the announcement, annual reporting and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. 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

ADJUSTMENT TO THE RATIO OF DEFERRED REMUNERATION OF THE CHAIRMAN

An ordinary resolution in respect of approving adjustment to the ratio of deferred remuneration of the Chairman will be submitted to the 2018 Annual General Meeting.

Article 16 of the Regulatory Guidelines for Stability of Remunerations in Commercial Banks provided that “the delayed payment percentage of performance-related remunerations of primary senior management shall be more than 50%, and strive for 60% if the case may be”. Further, the On-site Inspection Opinion issued by the CBIRC for cross on-site inspection in 2019 states that “the Company shall strictly implement performance related remuneration rules, and the ratio of deferred payment shall be 60% for the Chairman and President, and must be 50% for Vice President and 40% for other members of senior management”. Pursuant to the above, the Company proposes to adjust the ratio of deferred payment of the chairman of the Board of Directors from 40% to 50%, and to 60% in due course. For performance related remuneration of the senior management for the year of 2019 and thereafter, the above adjusted ratio of deferred payment will be executed.

REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the report of the Board of Directors for the year 2018. Please refer to the report of the Board of Directors as set out in the Company’s annual report for the year 2018.

REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2018

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the report of the Board of Supervisors for the year 2018. Please refer to the report of the Board of Supervisors as set out in the Company’s annual report for the year 2018.

LETTER FROM THE BOARD

FINANCE LEASE TRANSACTIONS IN RELATION TO SALE AND LEASEBACK OF INFRASTRUCTURE

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the finance lease transactions in relation to sale and leaseback of infrastructure.

Reference is hereby made to the announcement of the Company dated 16 May 2019. Pursuant to Rule 14.22 of the Listing Rules, transactions under the New Finance Lease Agreements shall be aggregated with the previous transaction and the disclosed transactions. As the highest applicable percentage ratio for the transactions under the New Finance Lease Agreements is higher than 25% but lower than 100% when aggregated with the previous transaction and the disclosed transactions, the transactions under the New Finance Lease Agreements constitute major transactions of the Company, and are subject to announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. 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.

NON-RECOURSE FACTORING TRANSACTIONS ON CREDITOR'S RIGHT UNDER FINANCE LEASE

An ordinary resolution will be proposed at the 2018 Annual General Meeting to approve the non-recourse factoring transactions on creditor's right under finance lease.

Reference is hereby made to the announcement of the Company dated 16 May 2019. Pursuant to Rule 14.22 of the Listing Rules, the transactions under the Factoring Agreements shall be aggregated with the completed transactions. As the highest applicable percentage ratio of transactions under the Factoring Agreements is higher than 25% but lower than 75% when calculated separately and aggregated with the completed transactions, the transactions under the Factoring Agreements constitute major transactions of the Company and are subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. 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

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the 2018 Annual General Meeting to approve the Amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.

In order to further improve equity management of the Company, in accordance with the requirements of relevant regulatory laws, regulations, and other regulatory documents and in light of actual conditions, the Company proposed to amend the Articles of Association and formulated the Amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd., which has been considered and approved by the Board.

The proposed amendments mainly supplement the relevant provisions in Article 19 and Article 28 of Interim Measures for the Equity Management of Commercial Banks ([2018] No. 1), Article 9 of the Administrative Measures on Financial Leasing Companies ([2014] No. 3) and Article 37 of the PRC Company Law of the People's Republic of China.

The above-mentioned proposed amendments will become effective upon the approval of the Shareholders' general meeting and the approval of the CBIRC Shenzhen Office.

For details of the proposed amendments to the Articles of Association, please refer to Appendix I of the circular.

GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the 2018 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 Board of Directors proposes to issue domestic debt financing instruments ("**Domestic Debt Financing Instruments**") and overseas debt financing instruments ("**Overseas Debt Financing Instruments**") (collectively referred to as "**Debt Financing Instruments**") through one or more offerings, or on multi-tranche issuance basis. 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) and asset securitization. Overseas Debt Financing Instruments will consist of (as the case may be) senior unsecured bonds and other types of financing instruments.

LETTER FROM THE BOARD

In order to leverage on the favorable opportunities in the market, the Board of Directors intends to propose at the 2018 Annual General Meeting to grant a general mandate to the Board of Directors to issue Debt Financing Instruments of the Company. Please see details as follows:

1. 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.
Targets of issue:	the domestic and overseas investors who meet the conditions for the offering of the issuance.
Method of issuance:	by approval or filing with China Banking and Insurance Regulatory Commission 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 targeted qualified investors outside the PRC.

2. 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 RMB64 billion (inclusive of RMB64 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.
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.

LETTER FROM THE BOARD

3. Security Arrangement of Debt Financing Instruments

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

4. 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).

5. 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 of Directors shall be valid 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 of Directors 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.

LETTER FROM THE BOARD

6. Authorisation 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 of Directors proposes to the general meeting to authorize the Board of Directors and approve the Board of Directors to further authorise the operating management to deal with all matters in relation to the issuance of Debt Financing Instruments at its absolute discretion 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:

- (1) formulating and 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 multiple-tranches issuance, multi-category issuance basis and, if on multiple issuance, multi-tranche issuance or multiple-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, a credit enhancement for the debt financing, 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;
- (2) 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 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;

LETTER FROM THE BOARD

- (3) selecting and engaging trustee(s) and clearance/settlement 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;
- (4) 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;
- (5) 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;
- (6) dealing with other matters in relation to the issuance of Debt Financing Instruments.

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 14 May 2019. Details of the New Bond Underwriting Service Framework Agreement is disclosed in the announcement published by the Company on the websites of the Stock Exchange and the Company on 14 May 2019 with a term from 1 January 2019 to 31 December 2021. 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 investor.

LETTER FROM THE BOARD

2018 ANNUAL GENERAL MEETING

A notice of the 2018 Annual General Meeting to be held at 10:00 a.m. on Friday, 28 June 2019 at the Conference 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 14 May 2019 and also set out in this circular.

Any connected person, shareholder or their associates who have material interest in the New Financing Service Framework Agreement, New Deposit Service Framework Agreement, New Debt Financing Instruments Investment Framework Agreement and the transactions contemplated thereunder will abstain from voting at the 2018 Annual General Meeting. Since CDB and its associates have material interest in the New Financing Service Framework Agreement, New Deposit Service Framework Agreement, New Debt Financing Instruments Investment Framework Agreement and the transactions contemplated thereunder, CDB and its associates, accordingly, will be required to abstain from voting on the relevant resolutions at the 2018 Annual General Meeting. The total number of Shares held by CDB and its associates to abstain from voting is 8,141,332,869 Shares. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save for CDB and its associates, no other Shareholders have any interest in the New Financing Service Framework Agreement, New Deposit Service Framework Agreement, New Debt Financing Instruments Investment Framework Agreement and the transactions contemplated thereunder or any other resolutions.

For determining the entitlement of the Shareholders to attend the 2018 Annual General Meeting, the register of members for H Shares will be closed from Wednesday, 29 May 2019 to Friday, 28 June 2019 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Friday, 28 June 2019 are entitled to attend and vote at the 2018 Annual General Meeting. Holders of H Shares who wish to attend the 2018 Annual General Meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (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 Tuesday, 28 May 2019.

For determining the entitlement of the Shareholders to whom the final dividend will be distributed for the year 2018, the register of members of the Company will be closed from Friday, 5 July 2019 to Wednesday, 10 July 2019 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, 10 July 2019 are entitled to the final dividend for the year 2018. In order to be entitled to the final dividend of the year 2018 (subject to the approval of the Shareholders), unregistered holders of H Shares must deposit the transfer documents with the Company's H share registrar, Computershare Hong Kong Investor Services Limited (the address is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no later than 4:30 p.m. on Thursday, 4 July 2019.

LETTER FROM THE BOARD

PROCEDURES FOR VOTING AT THE 2018 ANNUAL GENERAL MEETING

According to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the 2018 Annual General Meeting will be taken by poll.

RECOMMENDATION

The Directors are of the view that all proposals as set out in the notice of the 2018 Annual General Meeting to be considered and approved by the Shareholders are in the interests of the Company and the Shareholders as a whole, the independent non-executive Directors will provide recommendation on the renewal of framework agreements on continuing connected transactions for 2019 to 2021 and the proposed annual caps based on the advice of the independent financial advisor, the Company will publish and dispatch a supplemental circular as soon as practicable. Accordingly, the Directors recommend that Shareholders vote in favor of the resolutions to be proposed at the 2018 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.

WANG Xuedong

Chairman

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
Article 21	Article 21
<p>The shareholders should support the board of directors in making reasonable capital plans to keep the capital of the Company complying with the provisions of the banking regulatory authority. The promoters shall provide the Company with liquidity support or make up the capital according to the provisions of the banking regulatory authority, when the Company falls in the situations required by regulatory requirements of the banking regulatory authority.</p>	<p>The shareholders should support the board of directors in making reasonable capital plans to keep the capital of the Company complying with the provisions of the banking regulatory authority. The promoters shall provide the Company with liquidity support or make up the capital according to the provisions of the banking regulatory authority, when the Company falls in the situations required by regulatory requirements of the banking regulatory authority. <u>Substantial shareholders shall make up the capital for the Company when necessary. Substantial shareholders of the Company shall issue a written undertaking to the Company on the above matter.</u></p>
Article 29	Article 29
<p>Shares of the Company held by the promoters shall not be transferred within one year commencing from the date of incorporation of the Company. Shares of the Company that have been issued before public offering shall not be transferred within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange. The promoters who hold shares of the Company should also abide the restrictive provisions stipulated by the banking regulatory authority on prohibiting transfer of shares of the Company.</p>	<p>Shares of the Company held by the promoters shall not be transferred, <u>pledged or placed under trust</u> within <u>five</u> years commencing from the date of incorporation of the Company. Shares of the Company that have been issued before public offering shall not be transferred within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange. The promoters who hold shares of the Company should also abide the restrictive provisions stipulated by the banking regulatory authority on prohibiting transfer of shares of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
Article 60	Article 60
<p>The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by the Articles of Association;</p> <p>(2) to pay subscription monies in respect of the shares subscribed for and the method of subscription;</p> <p>(3) not to withdraw his/her/its share capital unless required by laws and regulations;</p>	<p>The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by <u>laws and regulations, regulatory requirements and the provisions in</u> the Articles of Association;</p> <p>(2) to pay subscription monies in respect of the shares subscribed for and the method of subscription;</p> <p>(3) not to withdraw his/her/its share capital unless required by laws and regulations;</p> <p><u>(4) shareholders subject to approval but yet to be approved by the regulatory authorities or yet to report to the regulatory authorities shall not exercise the right to request to convene a shareholders' general meeting, voting right, right to nominate, right to raise a proposal, right of disposition and other rights;</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p data-bbox="204 266 782 723">(4) not to abuse his/her/its rights as a shareholder to impair the Company's or other shareholders' interests; not to abuse the Company's independent legal person status or his/her/its limited liability as a shareholder to impair the interests of the Company's creditors; if a shareholder abuses his/her/its rights as a shareholder and causes a loss to the Company or other shareholders, he/she/it shall be liable for damages in accordance with the law.</p> <p data-bbox="279 776 782 1106">If a shareholder abuses the Company's independent legal person status or his/her/its limited liability as a shareholder to evade and repudiate debts, thereby materially impairing the interests of the Company's creditors, he/she/it shall bear joint and several liabilities for the debts of the Company.</p>	<p data-bbox="813 266 1388 723"><u>(5)</u> not to abuse his/her/its rights as a shareholder to impair the Company's or other shareholders' interests; not to abuse the Company's independent legal person status or his/her/its limited liability as a shareholder to impair the interests of the Company's creditors; if a shareholder abuses his/her/its rights as a shareholder and causes a loss to the Company or other shareholders, he/she/it shall be liable for damages in accordance with the law.</p> <p data-bbox="885 776 1388 1106">If a shareholder abuses the Company's independent legal person status or his/her/its limited liability as a shareholder to evade and repudiate debts, thereby materially impairing the interests of the Company's creditors, he/she/it shall bear joint and several liabilities for the debts of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed by the subscribers of the relevant shares on subscription.</p>	<p><u>For shareholders who make false statements, abuse shareholders' rights or have other acts impairing the Company's interests, the banking regulatory authority or its branch offices may restrict or prohibit the Company from conducting related party transactions with such shareholders, and restrict their shareholding limit of the Company, equity pledge ratio, etc., and may restrict such shareholders from exercising the right to request to convene a shareholders' general meeting, voting right, right to nominate, right to raise a proposal, right of disposition and other rights.</u></p> <p><u>(6)</u> other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed by the subscribers of the relevant shares on subscription.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
Article 67	Article 67
<p>The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) deciding on the business policies, strategic development plans and investment plans of the Company;</p> <p>(2) electing and replacing directors and deciding on matters concerning their remuneration;</p> <p>(3) electing and replacing supervisors appointed from the shareholder representatives, and deciding on matters concerning their remuneration;</p> <p>(4) examining and approving work report of the board of directors;</p> <p>(5) examining and approving work report of the board of supervisors;</p> <p>(6) examining and approving the Company's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Company's plans for profit distribution and loss recovery plan;</p>	<p>The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) deciding on the business policies, strategic development plans and investment plans of the Company;</p> <p>(2) electing and replacing directors <u>who are not employee representatives</u> and deciding on matters concerning their remuneration;</p> <p>(3) electing and replacing supervisors <u>who are not employee representatives</u>, and deciding on matters concerning their remuneration;</p> <p>(4) examining and approving work report of the board of directors;</p> <p>(5) examining and approving work report of the board of supervisors;</p> <p>(6) examining and approving the Company's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Company's plans for profit distribution and loss recovery plan;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
(8) adopting resolutions concerning the increase or reduction of the Company's registered capital;	(8) adopting resolutions concerning the increase or reduction of the Company's registered capital;
(9) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;	(9) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;
(10) adopting resolutions on the annual plans for issuance of corporate bonds;	(10) adopting resolutions on the annual plans for issuance of corporate bonds;
(11) adopting resolutions on the engagement, dismissal or non-reappointment of accounting firms by the Company;	(11) adopting resolutions on the engagement, dismissal or non-reappointment of accounting firms by the Company;
(12) amending the Articles of Association;	(12) amending the Articles of Association;
(13) examining the material equity investment, bond investment, asset acquisition, asset disposal, asset write-off, external guarantee and other trading matters that shall be approved by the shareholders' general meeting as stipulated by laws, regulations and the listing rules of the place where the shares of the Company are listed;	(13) examining the material equity investment, bond investment, asset acquisition, asset disposal, asset write-off, external guarantee and other trading matters that shall be approved by the shareholders' general meeting as stipulated by laws, regulations and the listing rules of the place where the shares of the Company are listed;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>(14) examining and approving the equity incentive scheme;</p> <p>(15) examining the proposals raised by the shareholders who hold 5% or more of the voting shares of the Company;</p> <p>(16) other issues that shall be approved by the shareholders' general meeting as stipulated by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed as well as the Articles of Association.</p> <p>The shareholders' general meeting may authorize or delegate power to the board of directors to carry out matters authorized or delegated provided that such authorization or delegation does not violate the laws, regulations and mandatory provisions of the listing rules of the place where the shares of the Company are listed.</p>	<p>(14) examining and approving the equity incentive scheme;</p> <p>(15) examining the proposals raised by the shareholders who hold 5% or more of the voting shares of the Company;</p> <p>(16) other issues that shall be approved by the shareholders' general meeting as stipulated by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed as well as the Articles of Association.</p> <p>The shareholders' general meeting may authorize or delegate power to the board of directors to carry out matters authorized or delegated provided that such authorization or delegation does not violate the laws, regulations and mandatory provisions of the listing rules of the place where the shares of the Company are listed.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
Article 233	Article 233
<p>The term “senior management” referred to herein means the President, Vice President, secretary to the board of directors, chief financial officer (CFO) and chief risk officer (CRO). The “President”, “Vice President”, “the chairman of the board of supervisors” referred to herein shall have same meanings with the “manager”, “vice manager” and “the chairman of the board of supervisors” specified in the Company Law. The “banking regulatory authority” referred to herein means China Banking Regulatory Commission and its branch offices. The “court” referred to herein means a competent court and arbitration institution. The “substantial shareholders” referred to herein mean shareholders who directly, indirectly or jointly hold or control over 5% of the Company’s total number of shares or voting right and could significantly affect the Company’s decisions.</p>	<p>The term “senior management” referred to herein means the President, Vice President, secretary to the board of directors, chief financial officer (CFO) and chief risk officer (CRO). The “President”, “Vice President”, “the chairman of the board of supervisors” referred to herein shall have same meanings with the “manager”, “vice manager” and “the chairman of the board of supervisors” specified in the Company Law. The “banking regulatory authority” referred to herein means China Banking <u>and Insurance</u> Regulatory Commission and its branch offices. The “court” referred to herein means a competent court and arbitration institution. The “substantial shareholders” referred to herein mean shareholders who directly, indirectly or jointly hold or control over 5% of the Company’s total number of shares or voting right, or <u>shareholders who hold less than 5% of the total number of shares but</u> could significantly affect the Company’s <u>operation and management</u>.</p>

NOTICE OF THE 2018 ANNUAL GENERAL MEETING



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CHINA DEVELOPMENT BANK LEASING

國銀金融租賃股份有限公司*

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

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

(Stock Code: 1606)

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (the “**2018 Annual General Meeting**”) of China Development Bank Financial Leasing Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Friday, 28 June 2019 at the Conference Room, CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. to consider and approve the annual report for the year 2018;
2. to consider and approve the profit distribution plan for the year 2018;
3. to consider and approve the final financial report for the year 2018;
4. to consider and approve the report of financial budget for the year 2019;
5. to consider and approve the appointment of accounting firm for the year 2019;
6. to consider and approve the renewal of framework agreements on continuing connected transactions for 2019 to 2021 and the proposed annual caps, including:
 - 6.1 the New Financing Service Framework Agreement and the proposed annual caps for 2019 to 2021;
 - 6.2 the New Deposit Service Framework Agreement and the proposed annual caps for 2019 to 2021;

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

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

- 6.3 the New Debt Financing Instruments Investment Framework Agreement and the proposed annual caps for 2019 to 2021;
7. to consider and approve the adjustment to the ratio of deferred remuneration of the chairman of the board of directors of the Company;
8. to consider and approve the report of the board of directors for the year 2018;
9. to consider and approve the report of the board of supervisors for the year 2018;
10. to consider and approve the finance lease transaction in relation to sale-and-leaseback of infrastructure;
11. to consider and approve non-recourse factoring transaction on creditor's right under finance lease;

SPECIAL RESOLUTIONS

12. to consider and approve the Amendments to the Articles of Association of China Development Bank Financial Leasing Co., Ltd.;
13. to consider and approve the general mandate to issue debt financing instruments;

OTHER BUSINESS

14. to receive the special report on connected transactions of the board of directors for the year 2018; and
15. to receive the report on performance appraisal of directors, supervisors and senior management members of the board of supervisors for the year 2018.

By order of the Board

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

WANG Xuedong

Chairman

Shenzhen, the PRC

14 May 2019

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

Notes:

1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE 2018 ANNUAL GENERAL MEETING

Holders of H shares are advised that the register of members for H shares will be closed from Wednesday, 29 May 2019 to Friday, 28 June 2019 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Friday, 28 June 2019 are entitled to attend and vote at the 2018 Annual General Meeting. Holders of H shares of the Company who wish to attend the 2018 Annual General Meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 28 May 2019.

For determining the entitlement of the shareholders to whom the final dividend will be distributed for the year 2018, the register of members of the Company will be closed from Friday, 5 July 2019 to Wednesday, 10 July 2019, both days inclusive, during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, 10 July 2019 are entitled to the final dividend for the year 2018. In order to be entitled to the final dividend of the year 2018 (subject to the approval of the shareholders), unregistered holders of H shares must deposit the transfer documents with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 4 July 2019.

2. PROXY

Shareholders entitled to attend and vote at the 2018 Annual General Meeting may appoint one or more proxies to attend and vote in their stand. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its legal representative(s) or director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

For holders of H shares, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the 2018 Annual General Meeting (i.e. before 10 a.m. on Thursday, 27 June 2019) or any adjournment thereof (as the case may be). Shareholders can still attend and vote in person at the 2018 Annual General Meeting upon completion and return of the proxy form.

3. REPLY SLIP

Holders of H shares who intend to attend the 2018 Annual General Meeting in person or by proxy should return the reply slip to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 7 June 2019.

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

4. CONTACT DETAILS OF THE COMPANY

Contact Address: CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC
Contact Person: CHEN Cheng/DAI Fengchuan
Contact Telephone: (86) 755 2398 9425/(86) 755 2398 9416
Contact Fax: (86) 755 2398 0900

5. PROCEDURES FOR VOTING AT THE 2018 ANNUAL GENERAL MEETING

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the 2018 Annual General Meeting must be taken by poll.

6. OTHER BUSINESS

The 2018 Annual General Meeting is expected to last for approximately half a day. Shareholders (in person or by proxy) attending the 2018 Annual General Meeting are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the 2018 Annual General Meeting shall produce their identity documents.

As at the date of this notice, the executive directors are Mr. WANG Xuedong and Mr. HUANG Min; the non-executive director is Mr. LI Yingbao; and the independent non-executive directors are Mr. ZHENG Xueding, Mr. XU Jin and Mr. ZHANG Xianchu.