

CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

Terms of Reference of the Remuneration Committee of the Board of Directors

Considered and approved at the 2016 first meeting of the first session of the board of directors of the Company on January 14, 2016



* *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.*

Terms of Reference of the Remuneration Committee of the Board of Directors of China Development Bank Financial Leasing Co., Ltd.

Chapter 1 General Provisions

Article 1 In order to regulate the decision-making mechanism of the board of directors and improve the corporate governance structure of China Development Bank Financial Leasing Co., Ltd. (hereinafter referred to as the “Company”), these terms of reference are formulated in accordance with the Company Law of the People’s Republic of China, the Administrative Measures on Financial Leasing Companies, the Guidelines on the Corporate Governance of Commercial Banks, the Articles of Association of China Development Bank Financial Leasing Co., Ltd. (hereinafter referred to as the “Articles of Association”), the Rules of Procedure for Board Meetings of China Development Bank Financial Leasing Co., Ltd. (hereinafter referred to as the “Rules of Procedure for Board Meetings”) and relevant laws, administrative regulations, rules and regulatory documents.

Article 2 The Remuneration Committee of the board of directors (hereinafter referred to as the “Committee”) is established by the Company to assist the board of directors in carrying out its relevant responsibilities. The Committee is mainly responsible for putting forward recommendations to the board of directors concerning the proposals on remuneration plans for the directors, supervisors and senior management of the Company.

Chapter 2 Composition

Article 3 The Committee shall consist of at least three directors, the majority of which shall be independent directors.

Article 4 The Committee shall have one chairman, who is acted by an independent director, to be in charge of the work of the Committee. The primary duties of the chairman are:

- (1) to preside over the meeting of the Committee, ensure the effective operation of the Committee and the performance of its duties;
- (2) to confirm the agenda of each meeting of the Committee;
- (3) to ensure that all members of the Committee have full knowledge of the issues to be discussed in the meeting and obtain complete and reliable information;
- (4) to ensure that the Committee reaches a clear conclusion to each proposal which includes passed, rejected and supplementary materials needed;
- (5) to propose the convening of special meetings;
- (6) to sign meeting resolutions;
- (7) other duties stipulated in these terms of reference.

Article 5 The chairman and other members of the Committee shall be elected and removed by the board of directors of the Company in accordance with the advices of the nomination committee and the chairman of the board of directors.

Article 6 The members of the Committee shall have the same term of office as the board of directors. A member of the Committee may serve consecutive terms if re-elected upon the expiration of his/her term. During this period, if any member ceases to hold office as a director or an independent director of the Company, the board of directors shall appoint a new member to fill the vacancy in accordance with the provision of Article 5 of these terms of reference in order to meet the requirements on composition of the Committee provided in these terms of reference. The term of office of the new member shall expire upon the expiration of his/her term of office as a director or an independent director.

Article 7 The primary duties of the members of the Committee are:

(1) to attend the Committee meeting on time, provide opinions on the discussed issues, and exercise the right to vote;

(2) to propose the topics to be discussed at the Committee meeting;

(3) to attend relevant meetings of the Company as observers or visitors, make investigations and researches, and acquire necessary reports, documents, materials and other relevant information, for the purpose of performing the duties;

(4) to fully understand the duties of the Committee as well as the duties as Committee members, be familiar with the operation and management status, business activities and development situation of the Company relevant to their duties, and ensure the capacity for performing their duties;

(5) to fully guarantee the working time and capacity for performing their duties;

(6) other duties stipulated in these terms of reference.

Chapter 3 Duties

Article 8 The primary duties of the Committee are:

(1) to organize and formulate the remuneration plans for directors and senior management and submit to the board of directors for approval; to propose remuneration distribution plan according to the performance evaluation of directors and senior management and submit to the board of directors for approval:

(i) The Committee shall study and formulate remuneration policies (including non-monetary benefits, pension rights and compensation amounts (including the compensation for losing or terminating the position or appointment)) and remuneration plans for directors and senior management through formal and transparent procedures, review such policies and plans according to the targets and plans of the Company set by the board of directors, and give suggestions to the board of directors;

(ii) The Committee shall conduct appraisal of directors and senior management; propose remuneration distribution recommendations to the board of directors based on the appraisal results and with reference to the remuneration paid by comparable companies, time commitment, duties, and terms of appointment of other positions within the group;

(iii) The Committee shall consult the chairman of the board and the president about the proposals relating to the remuneration of the executive directors;

(iv) The Committee shall review and approve the compensation arrangements for losing or terminating the position or appointment of the executive directors and senior management to ensure such compensations are consistent with the relevant contracts or are otherwise fair and reasonable;

(v) The Committee shall review and approve the compensation arrangements for dismissal or removal for misconduct of the relevant directors to ensure such compensations are consistent with the relevant contracts or are otherwise fair and reasonable;

(vi) The Committee shall ensure that no directors or their associates may participate in deciding his/her own remuneration.

(2) to perform other duties as provided for by laws, regulations, regulatory documents, the rules of the securities regulatory authority of the place where the shares of the Company are listed as well as the requirements of the Articles of Association and the Rules of Procedure for Board Meetings and other matters as authorized by the board of directors.

Article 9 The Committee is authorized to require the senior management of the Company to give full support to the work of the Committee. The senior management shall timely provide the Committee with accurate and complete information related to performance evaluation and compensation management to assist the Committee in performing its duties properly.

Article 10 The Committee shall have the right to carry out an investigation in relevant remuneration policies of the Company and its implementation by means of, including but not limited to, attending relevant meetings of the Company as observers or visitors, conducting investigations and studies within the system of the Company, and requiring the senior management of the Company or relevant persons in charge to make oral or written reports to the Committee within the required period and timely answer questions of the Committee.

The Committee shall study the investigation results and the responses from the senior management or relevant persons in charge, and report its investigation results and recommendations to the board of directors.

Article 11 The Committee may submit proposals to the board of directors for review and approval. The Committee may provide perusal and discussion results of the proposals in forms of report, recommendation and summary to the board of directors for perusal and decision-making.

Article 12 The Committee may engage an intermediary institution to provide professional advice on its decision when necessary. Any reasonable costs so incurred shall be borne by the Company.

Chapter 4 Meeting Rules

Article 13 The Committee shall hold at least two meetings each year. The board of directors, the chairman of the Committee or over half of the Committee members shall have the right to propose a Committee meeting.

The meeting notice shall be delivered three days before convening of the meeting, but with unanimous approval of all Committee members, the above-mentioned notice period could be exempted.

Article 14 The meeting notice shall contain:

- (1) the venue and time of the meeting;
- (2) the duration of the meeting;
- (3) the agenda, topics for discussion and relevant detailed materials of the meeting;
- (4) the date of issuance of the meeting notice.

Article 15 The meeting notice shall be sent by special personnel, or through fax, registered mail or E-mail.

Article 16 The Committee meeting may be held in forms of on-site meeting, telephone conference, video conference, circulation of written proposals and so forth.

Article 17 The Committee meeting shall be held with the attendance of over half of all the members.

When needed, persons other than the Committee members, may be invited to attend the Committee meeting as observers.

Article 18 The Committee meeting shall be presided over by the chairman, or by an independent director designated by the chairman when he/she is unable to perform duties due to special reasons.

Article 19 The Committee meetings shall adopt vote by showing hands or open ballot voting. Each member of the Committee shall have one vote; and the resolutions of the meetings shall be approved through vote by over half of all Committee members.

Article 20 When the Committee evaluates or discusses the remuneration of a director who is also one of the Committee, he/she shall evade from the meeting in respect thereof.

Article 21 The specific evasion voting process adopted by the Committee shall be as follows:

- (1) The interested member shall initiatively apply for the evasion, or other members shall have the right to request him/her to evade;
- (2) The disputes over the existence of interest shall be settled by resolution adopted by over half of all members except the possibly interested member;

(3) The interested member shall not participate in the discussion or voting over the issue which he/she should evade, and shall temporarily leave the meeting place or use other proper methods to evade;

(4) If the Committee could not adopt a resolution over an issue due to the evasion of interested member, it shall resolve that the proposal will be submitted to the board of directors for review, and it shall present the proposal to the board of directors for review in a timely manner. The Committee shall specify its review of the proposal and opinions of members other than the interested one in the resolution that the proposal should be submitted to the board of directors.

Article 22 The Committee shall establish meeting minutes system, and the minutes shall be taken by a specific personnel appointed by the board of directors' office. As needed, the meeting may adopt on-the-spot audio record, which shall be supplemented with written minutes based on the audio records. The written meeting minutes based on the audio records shall be sent to all members presented for review within ten working days after the conclusion of the meetings. Members who request to revise or supplement the minutes shall provide their written comments within five working days after receiving the minutes. All members present at the meeting and the recorder shall sign the final version of the meeting minutes.

The meeting minutes shall be regarded as important documents of the Company and retained by the secretary of the board of directors in accordance with the archive management system of the Company.

Article 23 The proposals and voting results which are adopted by the Committee meeting for submission to the board of directors for review, shall be signed by the chairman or other Committee member authorized by the chairman and then submitted to the board of directors in writing for perusal and decision-making.

Article 24 Upon authorization or approval of the board of directors, if the resolutions passed at the Committee meeting need to be further carried out by the senior management or other relevant persons in charge, the board of directors' office shall inform the above-mentioned personnel of the resolutions in writing as soon as possible after the resolutions being signed by the chairman or other Committee member authorized by the chairman. The Committee shall have the right to require the above-mentioned personnel to report on the progress of implementation by the stipulated deadline or at the next meeting.

Article 25 The members and other personnel that attend the Committee meeting shall have the obligation to keep confidential on the issues discussed and resolved at the meeting, and shall not disclose relevant information without permission. The person in breach of the confidentiality obligation shall be legally liable.

Chapter 5 Work Procedures

Article 26 The board of directors' office is responsible for works including information collection, research support, daily liaison and organization of meetings. The relevant departments of the Company shall cooperate accordingly.

Article 27 If the Committee has significant or special issues that should be presented to the board of directors for perusal, it shall submit written reports to the board of directors, and may suggest its chairman to convene the board meeting.

Article 28 The written reports presented by the Committee to the board of directors shall be signed by the chairman of the Committee or other Committee member as authorized by the chairman.

Article 29 If any senior management member has significant or special issues within the authority of the Committee, he/she shall submit written reports to the Committee, and may suggest the chairman of the Committee to convene a meeting for discussion.

Article 30 The written reports presented by the senior management members to the Committee shall be signed by the president or senior management members who are responsible for relevant issues.

Article 31 The Committee shall report to the board of directors on its work generally or on a specific issue, if needed.

Chapter 6 Supplementary Provisions

Article 32 Unless otherwise stated, the terms used in these terms of reference have the same meanings as those in the Articles of Association.

Article 33 The formulation and revisions of these terms of reference shall be effected from the date when they are passed by the board resolutions and shall be implemented upon promulgation.

Article 34 For any matters that are not covered in these terms of reference, or in the case of any contradictions between these terms of reference and the provisions of the laws, administrative regulations, rules, regulatory documents or Articles of Association, the latter shall prevail.

Article 35 The power of revision and interpretation of these terms of reference shall be vested in the board of directors.