

EXHIBIT C - Form of Restricted  
Notes Certificate

RESTRICTED NOTES CERTIFICATE

(For transfers pursuant to Section 6(b)(ii), (iii),  
(iv) and (v) of the Fiscal Agency Agreement)

To: Citibank, N.A.,  
as Fiscal Agent

Re: 4.875% Notes Due 2015 of The Export-Import Bank of China (the "Notes")

Reference is made to the Fiscal Agency Agreement, dated as of July 21, 2005 (the "**Fiscal Agency Agreement**"), between The Export-Import Bank of China ("**China Eximbank**") and Citibank, N.A., as Fiscal Agent. Terms used herein and defined in the Fiscal Agency Agreement or in Regulation S or Rule 144 under the U. S. Securities Act of 1933, as amended (the "**Securities Act**") are used herein as so defined.

This certificate relates to U.S.\$ \_\_\_\_\_ principal amount of Notes, which are evidenced by the following certificate(s) (the "**Specified Notes**"):

CUSIP No(s). \_\_\_\_\_

CERTIFICATE No(s). \_\_\_\_\_

The person in whose name this certificate is executed below (the "**undersigned**") hereby certifies that either (i) it is the sole beneficial owner of the Specified Notes or (ii) it is acting on behalf of all the beneficial owners of the Specified Notes and is duly authorized by them to do so. Such beneficial owner or owners are referred to herein collectively as the "**Owner**". If the Specified Notes are represented by a Global Note, they are held through DTC or an Agent Member in the name of the undersigned, as or on behalf of the Owner. If the Specified Notes are not represented by a Global Note, they are registered in the name of the Undersigned, as or on behalf of the Owner.

The Owner has requested that the Specified Notes be transferred to a person (the "**Transferee**") who will take delivery in the form of a Restricted Note. In connection with such transfer, the Owner hereby certifies that, unless such transfer is being effected pursuant to an effective registration statement under the Securities Act, it is being effected in accordance with Rule 144A or Rule 144 under the Securities Act and with all applicable securities laws of the states of the United States and other jurisdictions. Accordingly, the Owner hereby further certifies as follows:

1. Rule 144A Transfers. If the transfer is being effected in accordance with Rule 144A:
  - (a) the Specified Notes are being transferred to a person that the Owner and any person acting on its behalf reasonably believe is a "qualified institutional buyer" within the meaning of Rule 144A, acquiring for its own account or for the account of a qualified institutional buyer; and
  - (b) the Owner and any person acting on its behalf have taken reasonable steps to ensure that the Transferee is aware that the Owner is relying on Rule 144A in connection with the transfer; and
2. Rule 144 Transfers. If the transfer is being effected pursuant to Rule 144:

- (a) the transfer is occurring after [●] 200[●] and is being effected in accordance with the applicable amount, manner of sale and notice requirements of Rule 144; or
- (b) the transfer is occurring after [●] 200[●] and the Owner is not, and during the preceding three months has not been, an affiliate of China Eximbank.

This certificate and the statements contained herein are made for your benefit and the benefit of China Eximbank and the Managers.

Dated: \_\_\_\_\_

(Print the name of the undersigned, as such term is defined in the second paragraph of this certificate)

By: \_\_\_\_\_

Name:

Title:

(If the undersigned is a corporation, partnership or fiduciary, the title of the person signing on behalf of the undersigned must be stated)

EXHIBIT D - Form of Unrestricted  
Notes Certificate

UNRESTRICTED NOTES CERTIFICATE

(For removal of Securities Act Restrictive Legends pursuant  
to Section 6(f) of the Fiscal Agency Agreement)

To: Citibank, N.A.,  
as Fiscal Agent

Re: 4.875% Notes Due 2015 of The Export-Import Bank of China (the "Notes")

Reference is made to the Fiscal Agency Agreement, dated as of July 21, 2005 (the "**Fiscal Agency Agreement**"), between The Export-Import Bank of China ("**China Eximbank**") and Citibank, N.A., as Fiscal Agent. Terms used herein and defined in the Fiscal Agency Agreement or in Regulation S or Rule 144 under the U.S. Securities Act of 1933 (the "**Securities Act**") are used herein as so defined.

This certificate relates to U.S.\$ \_\_\_\_\_ principal amount of Notes, which are evidenced by the following certificate(s) (the "**Specified Notes**"):

CUSIP No(s). \_\_\_\_\_

CERTIFICATE No(s). \_\_\_\_\_

The person in whose name this certificate is executed below (the "**undersigned**") hereby certifies that either (i) it is the sole beneficial owner of the Specified Notes or (ii) it is acting on behalf of all the beneficial owners of the Specified Notes and is duly authorized by them to do so. Such beneficial owner or owners are referred to herein collectively as the "**Owner**". If the Specified Notes are represented by a Global Note, they are held through DTC or an Agent Member in the name of the undersigned, as or on behalf of the Owner. If the Specified Notes are not represented by a Global Note, they are registered in the name of the Undersigned, as or on behalf of the Owner.

The Owner has requested that the Specified Notes be exchanged for Notes bearing no Securities Act Restrictive Legend pursuant to Section 6(f) of the Fiscal Agency Agreement. In connection with such exchange, the Owner hereby certifies that the exchange is occurring after [•] 200[•] and the Owner is not, and during the preceding three months has not been, an affiliate of China Eximbank. The Owner also acknowledges that any future transfers of the Specified Notes must comply with all applicable Notes laws of the states of the United States and other jurisdictions.

