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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Financial Leasing Group Limited (the “Company”), you should at once hand this circular together with the form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**CHINA FINANCIAL LEASING GROUP LIMITED**

**中國金融租賃集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2312)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Room 2202, 22/F, 118 Connaught Road West, Hong Kong on Friday, 17 May 2019 at 11:00 a.m. (the “AGM”), at which, among other things, the above proposals will be considered, is set out on pages 13 to 16 of this circular.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

\* *For identification purpose only*

12 April 2019

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## RESPONSIBILITY STATEMENT

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This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company (as defined herein). The Directors (as defined herein), having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Room 2202, 22/F, 118 Connaught Road West, Hong Kong on Friday, 17 May 2019 at 11:00 a.m.
“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“Company”	China Financial Leasing Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	8 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	holder(s) of the Share(s)

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**CHINA FINANCIAL LEASING GROUP LIMITED**

**中國金融租賃集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2312)**

*Executive Director*

Mr. CHAN Chi Hang

*Independent Non-executive Directors*

Mr. YIP Ming

Mr. TSANG Chung Sing Edward

Mr. ZHANG Bin

Mr. WANG Ruiyang

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

Room 2202, 22/F

118 Connaught Road West

Hong Kong

12 April 2019

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM, among other matters, (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the extension of the Issue Mandate; and (iv) re-election of Directors.

**GENERAL MANDATES**

At the annual general meeting of the Company held on 25 May 2018, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution; (ii) a general

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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unconditional mandate to repurchase Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution; and (iii) to extend the general mandate mentioned in (i) above by an amount representing the aggregate nominal amount of the securities of the Company repurchased by the Company pursuant to the mandate to repurchase securities referred to (ii) above. The unused mandates will be lapsed at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution.

Other ordinary resolutions will also be proposed to (i) give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution; and (ii) extend the Issue Mandate by the aggregate nominal amount of the Shares repurchased by the Company according to the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) at the end of the period within which the Company is required by the Cayman Islands law or the Articles to hold its next annual general meeting; or (iii) which revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

As at the Latest Practicable Date, there are 1,606,649,882 Shares in issue, assuming no further Shares to be issued or repurchased before the AGM, the number of Shares to be sought under the Issue Mandate shall be 321,329,976 Shares.

### **EXPLANATORY STATEMENT**

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

### **RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, the Directors of the Company are Mr. Chan Chi Hang as executive Director, and Mr. Yip Ming, Mr. Tsang Chung Sing Edward, Mr. Zhang Bin and Mr. Wang Ruiyang as independent non-executive Directors.

Pursuant to Article 88(1) of the Articles, Mr. Yip Ming will retire by rotation and, being eligible, offer himself for re-election at the AGM.

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## LETTER FROM THE BOARD

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Mr. Chan Chi Hang, Mr. Zhang Bin and Mr. Wang Ruiyang were appointed after the annual general meeting of the Company held on 25 May 2018. They are subject to re-election at the AGM pursuant to Article 87(3) of the Articles and, being eligible, offers themselves for re-election at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in the Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

Set out on pages 13 to 16 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and returning of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of AGM will be voted by poll.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 14 May 2019 to Friday, 17 May 2019, both days inclusive, in order to determine the entitlement to attend the AGM. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 10 May 2019.

### **RECOMMENDATION**

The Board considers that the ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of Directors to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.



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## LETTER FROM THE BOARD

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### GENERAL

Your attention is also drawn to the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**CHINA FINANCIAL LEASING GROUP LIMITED**  
**Chan Chi Hang**  
*Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,606,649,882 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 160,664,988 Shares, representing 10% of the Shares in issue as at the date of passing the relevant resolution (i.e. the date of the AGM).

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles, the laws of the Cayman Islands and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

## **5. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2018 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2018</b>		
April	0.290	0.149
May	0.325	0.230
June	0.260	0.200
July	1.250	0.191
August	1.320	0.390
September	0.670	0.450
October	0.520	0.390
November	0.450	0.250
December	0.450	0.345
<b>2019</b>		
January	0.370	0.290
February	0.350	0.249
March	0.290	0.235
April (up to the Latest Practicable Date)	0.250	0.231

## 7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the Shares in issue of the Company:

Name of shareholders	Type of interests	Number of ordinary Shares held	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Lin Dailian ( <i>Note 1</i> )	Interest of controlled corporation	350,000,000	21.78%	24.20%
Liu Jie ( <i>Note 2</i> )	Interest of controlled corporation	145,820,000	9.08%	10.08%

*Note:*

1. According to the information available to the Company, 350,000,000 Shares are held by Talent Capital Holding Group Co., Limited (“Talent Capital”) in the capacity of beneficial owner. Talent Capital is wholly owned by Lin Dailian. Accordingly, Lin Dailian is deemed to have interests in the 350,000,000 Shares
2. According to the information available to the Company, 145,820,000 Shares are held by Victory Spring Ventures Limited (“Victory Spring”) in the capacity of beneficial owner. The issued capital of Victory Spring is owned as to 90% by Liu Jie and 10% by Ye Zhichun. Under the SFO, Liu Jie is deemed to be interested in all the Shares registered in the name of Victory Spring.

On the basis of the current shareholding structure of the Company, an exercise of the Repurchase Mandate in full will not result in any Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Codes.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Company has no present intention to repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

## 10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following sets out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 87(3) and 88(1) of the Articles.*

**Mr. Chan Chi Hang, aged 43, Executive Director**

Mr. Chan Chi Hang (“Mr. Chan”) was appointed as executive Director of the Company on 20 July 2018. Mr. Chan is a holder of Bachelor of Business Administration in Finance from The Hong Kong University of Science and Technology in 1998. Mr. Chan is currently a licensed person and a responsible officer to carry out type 9 (asset management) regulated activities under the SFO. Mr. Chan has approximately 18 years of relevant experience in financial industry, including asset management and providing investment advisory services. Mr. Chan is the director and type 9 (asset management) responsible officer of BG Asset Management Limited (“BG Asset”) (formerly known as Jaala Asset Management Limited) since June 2017 and responsible for the investment portfolio management. BG Asset is a licensed corporation under the SFO with type 9 (asset management) to provide asset management service to the clients. Mr. Chan also served as chief operating officer of Gold Mountains Asset Management Limited from July 2016 to May 2017, director of Partners Asset Management (HK) Limited from January 2015 to July 2016, and fund manager of CLSA Alternative Investment Management Limited from January 2007 to April 2011.

Mr. Chan has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Chan is subject to retirement at the AGM and being eligible offer himself for re-appointment. Thereafter, Mr. Chan is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Chan is HK\$900,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Chan does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Chan does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

**Mr. Yip Ming, aged 65, Independent non-executive Director**

Mr. Yip Ming (“Mr. Yip”) was appointed as independent non-executive Director of the Company on 19 December 2014. Mr. Yip is a member of The Institute of Fire Engineers. Mr. Yip had worked in the Hong Kong Fire Services Department for about 30 years and retired in 2009 at the position of Senior Divisional Officer. During his tenure, Mr. Yip had been seconded to attend professional and management training at The Michigan State Police Training Centre, United States of America in 1997, Fire Services Colleges, England in 2003 and Peking University in 2006. Mr. Yip has also been appointed as the Honorary Aides De Camp to the Governor of Hong Kong from 1994 to 1997 and to the Chief Executive of Hong Kong Special Administrative Region from 1998 to 2001. After his retirement in 2009, Mr. Yip worked as consultant in the Pyrotek Technology Limited until May 2014.

Mr. Yip has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Yip is subject to retirement at the AGM and being eligible offer himself for re-appointment. Thereafter, Mr. Yip is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Yip is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Yip does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Yip does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

**Mr. Zhang Bin, aged 46, Independent non-executive Director**

Mr. Zhang Bin ("Mr. Zhang") was appointed as independent non-executive Director of the Company on 3 August 2018. Mr. Zhang obtained a bachelor degree in business administration from Shandong University in 2010. Mr. Zhang is a senior economist. Mr. Zhang is also a qualified secretary of the board of directors of Shenzhen Stock Exchange and a qualified independent director of Shenzhen Stock Exchange. Mr. Zhang has extensive years of experience in management of industrial enterprise, securities management and administrative management. Mr. Zhang has been an independent director of Zhuhai Zhongfu Enterprise Co., Limited (a company listed on Shenzhen Stock Exchange) from March 2015 to August 2015 and an independent director of Nuode Investment Co., Limited (a company listed on Shanghai Stock Exchange) from July 2015 to January 2018. Mr. Zhang has been a director of management department, office supervisor, head of securities department and officer of securities affairs of Kairuide Holding Co., Limited (a company listed on Shenzhen Stock Exchange) (formerly known as Shandong Demian Incorporated Company) from 2002 to 2013. Mr. Zhang has been a deputy general manager and a secretary to the board of directors since July 2013, and the non-independent director since August 2013.

Mr. Zhang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Zhang is subject to retirement at the AGM and being eligible offer himself for re-appointment. Thereafter, Mr. Zhang is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Zhang is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Zhang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Zhang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

**Mr. Wang Ruiyang, aged 31, Independent non-executive Director**

Mr. Wang Ruiyang (“Mr. Wang”) was appointed as independent non-executive Director of the Company on 3 September 2018. Mr. Wang obtained a Bachelor’s degree in Biological Engineering from Zhejiang Gongshang University in 2010. Mr. Wang has experience in human resources, administration, financial management and sales experience. Mr. Wang has been a sale manager of Guangzhou Shunzhou Logistics Co., Limited\* from July 2010 to January 2016 and statutory representative of Wenzhou Hangchen Crafts Co., Limited\* from March 2016 to January 2018. Mr. Wang is currently an executive director of Meehaa International Industry (Shenzhen) Co., Limited\* since March 2018.

Mr. Wang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Wang is subject to retirement at the AGM and being eligible offer himself for re-appointment. Thereafter, Mr. Wang is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Wang is HK\$200,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Wang does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Wang does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA FINANCIAL LEASING GROUP LIMITED

中國金融租賃集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2312)**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of China Financial Leasing Group Limited (the “Company”) will be held at Room 2202, 22/F, 118 Connaught Road West, Hong Kong on Friday, 17 May 2019 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditor of the Company and its subsidiaries for the year ended 31 December 2018.
2. To re-elect the directors (the “Directors”) of the Company and to authorise the board (the “Board”) of Directors to fix their remuneration.
3. To re-appoint RSM Hong Kong as auditor and to authorise the Board to fix its remuneration.
4. **“THAT:**
  - (i) subject to paragraph (iii) below, and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the “Shares”) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
  - (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) the exercise of subscription rights under any share option scheme of the Company; or (c) any allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of

\* *For identification purpose only*



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## NOTICE OF ANNUAL GENERAL MEETING

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association (the “Articles”) of the Company in force from time to time; or (d) any issue of Shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities of the Company which are convertible into Shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (c) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company; or
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of Cayman Islands to be held; or
  - (c) the date on which such mandate is revoked or varied by an ordinary resolution of the holders of Shares in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.”

By Order of the Board  
**CHINA FINANCIAL LEASING GROUP LIMITED**  
**Wong Ka Shing**  
*Company Secretary*

Hong Kong, 12 April 2019

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, more proxies to attend and vote instead of him/her. A proxy needs not be a member of the Company.
2. In the case of joint holders of Shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting.
4. For the details of the Directors proposed to be re-elected at the meeting, please refer to the circular of the Company dated 12 April 2019.
5. As at the date of this notice, the board of Directors of the Company comprises Mr. Chan Chi Hang as executive Director, Mr. Yip Ming, Mr. Tsang Chung Sing Edward, Mr. Zhang Bin and Mr. Wang Ruiyang as independent non-executive Directors.