



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)

PROCEDURES FOR A SHAREHOLDER TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Subject to the Statutes and the provisions of the Company's Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

The Nomination Committee of the board of Directors (the "Board") will receive, review and evaluate nomination of candidate(s) for election to the Board including nomination by shareholder(s).

No person other than a Director retiring at the general meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a shareholder being a duly registered holder of the ordinary shares in the capital of the Company ("Member") (other than the person to be proposed) proposes a person for election as a Director by lodging the following documents at the Company's principal place of business in Hong Kong:

1. a notice in writing by the Member of the intention to propose that person (the "nominee") for election as a Director, which shall include his/her name, contact details and the number of ordinary shares of the Company that he/she is holding; and
2. a notice in writing by the nominee of his/her willingness to be named as a nominee and to serve as a Director if elected, which shall contain his/her particulars as required under sub-paragraphs (a) to (e) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and disclose any information pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules in relation to sub-paragraphs (f) and (h) to (v).

Such notice(s) shall be given after the day of the despatch of the notice of the general meeting appointed for such election and lodged at the Company's principal place of business in Hong Kong no later than seven (7) days prior to the date of such general meeting.

Note: If the nominee is proposed to be appointed as an Independent Non-Executive Director of the Company, he/she is also required to provide confirmation with regard to Rule 3.13(1) to (8) of the Listing Rules.

If Members would like to propose a person for election as a Director other than in a general meeting appointed for election of director(s), the relevant Members can request to convene an extraordinary general meeting of the Company in the following manner:

- (i) Any one or more Members holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company may send a written requisition to the Board or the Company Secretary to convene a general meeting.
- (ii) The requisition must include the information as stated in items 1, 2 and/or the Note (where appropriate) above, and must be signed by the requisitionist(s) and deposited at the Company's principal place of business in Hong Kong.
- (iii) The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures for appointment of Director including the convening of a general meeting.
- (iv) The general meeting shall be held within two (2) months after the deposit of the requisition. If the Board does not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a general meeting, the requisitionist(s) himself (themselves) may convene a general meeting in the same manner.

** For identification purpose only*