
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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,
REFRESHMENT OF THE SCHEME LIMIT
UNDER THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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, 26 May 2017 at 3:00 p.m. (the “AGM”), at which, among other things, the above proposals will be considered, is set out on pages 16 to 20 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.

25 April 2017

* For identification purpose only

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) of the Company 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. 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.

DEFINITIONS

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, 26 May 2017 at 3:00 p.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”	19 April 2017, 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
“Options”	the options granted or proposed to be granted to the grantees under the Share Option Scheme to subscribe for Shares

DEFINITIONS

“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
“Scheme Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme, and may be “refreshed” on and pursuant to the rules of the Share Option Scheme
“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
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed at an extraordinary general meeting on 12 January 2012
“Shareholder(s)” or “Member(s)”	holder(s) of the Share(s)
“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.

LETTER FROM THE BOARD



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. JIM Ka Shun

Independent Non-executive Directors

Mr. GAN Wei Ping

Mr. YIP Ming

Mr. LAU Siu Hang

Mr. TSANG Chung Sing Edward

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

25 April 2017

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF THE SCHEME LIMIT
UNDER THE SHARE OPTION SCHEME,
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; (iv) the refreshment of the Scheme Limit under the Share Option Scheme; and (v) re-election of Directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 25 May 2016, 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 unconditional mandate to repurchase shares with an aggregate nominal value 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. At the extraordinary general meeting of the Company held on 6 March 2017, the general mandate mentioned in (i) above was revoked and replaced by the refreshment of general mandate that the Directors were granted by the then Shareholders 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. These general mandate will lapse 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 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 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: (a) the conclusion of the next annual general meeting of the Company; or (b) 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 (c) which revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there are 741,949,882 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 148,389,976 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.

REFRESHMENT OF THE SCHEME LIMIT

The Directors proposed to refresh the Scheme Limit, subject to the Shareholders' approval, so that the Company would be allowed to grant further Options to eligible participants under the Share Option Scheme to motivate such eligible participants to contribute to the success of the Group.

The purpose of the Share Option Scheme is to enable the Company to grant Options to eligible participants as incentives or rewards for their contribution to the Group. Eligible participants of the Share Option Scheme include, without limitation, any persons who are employees, officers, agents, consultants or representatives of the Group. The Share Option Scheme became unconditional upon the Stock Exchange of granting on 13 January 2012 the approval of the listing of and the permission to deal in the shares falling to be issued pursuant to the exercise of any Options to be granted under the Share Option Scheme and, unless otherwise cancelled or amended, shall remain in force for 10 years from the adoption date. Apart from the Share Option Scheme, the Company has no other share option schemes currently in force.

Since the date of adoption of the Share Option Scheme to the Latest Practicable Date, the Company had a total 34,300,000 Options outstanding, representing approximately 4.62% of the total Shares in issue as at the Latest Practicable Date.

During the period from the date of the latest refreshment of the Scheme Limit on 22 May 2015 to the Latest Practicable Date:

1. The Company issued a total of 50,000,000 Shares at a price of HK\$0.58 each by way of placement on 24 May 2016. The total number of issued Shares of the Company was thus increased from 571,949,882 Shares to 621,949,882 Shares.

LETTER FROM THE BOARD

2. After the latest refreshment of the Scheme Limit, the Company granted a total of 34,300,000 Options to eligible participants on 12 July 2016.
3. The Company issued a total of 120,000,000 Shares at a price of HK\$0.29 each by way of placement on 27 October 2016. The total number of issued Shares of the Company was thus increased from 621,949,882 Shares to 741,949,882 Shares.
4. Save as disclosed above, no Options were granted, exercised, lapsed or cancelled.
5. As at the Latest Practicable Date, there were, in aggregate, 741,949,882 Shares in issue and the Company had a total of 34,300,000 Options outstanding.

Unless the Scheme Limit is refreshed, the Company may only grant 22,894,988 Options pursuant to the Share Option Scheme, representing only approximately 3.09% of the Shares in issue as at the Latest Practicable Date.

If the refreshment of the Scheme Limit is approved by the Shareholders at the AGM, based on a total of 741,949,882 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed to grant under the Share Option Scheme of up to a total of 74,194,988 Options, representing 10% of the Shares in issue as at the date of passing the relevant resolution (i.e. the date of the AGM). Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other schemes of the Company) will not be counted for the purpose of calculating the Scheme Limit as “refreshed”.

Pursuant to the terms of the Share Option Scheme and in accordance with the relevant provisions of Chapter 17 of the Listing Rules, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Company if it will result in the aforesaid 30% limit being exceeded.

As mentioned in the above paragraph, the Scheme Limit if so refreshed and approved by the Shareholders at the AGM will be up to 74,194,988 Options which, together with the 34,300,000 Options outstanding, represent approximately 14.62% of the Shares in issue as at the Latest Practicable Date and accordingly, does not exceed the 30% limit as at the Latest Practicable Date.

LETTER FROM THE BOARD

As there had been an increase in the total number of Shares in issue and the existing Scheme Limit available to be granted to eligible participants represents only approximately 3.09% of the total number of Shares in issue, the Directors consider that the Company should refresh the Scheme Limit so that the Company could have greater flexibility to provide incentives to the eligible participants of the Share Option Scheme by way of granting Options to them to strive for the future development and success of the Group.

The Directors further consider that the refreshment of the Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward appropriately and motivate the eligible participants under the Share Option Scheme.

At the AGM, an ordinary resolution will be proposed to the Shareholders to approve the proposed refreshment of the Scheme Limit so as to allow the Company to grant further Options under the Share Option Scheme for subscription of up to 10% of the Shares in issue as at the date of passing the relevant resolution.

The refreshment of the Scheme Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Scheme Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon the exercise of the Options that may be granted under the refreshed Scheme Limit up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution (i.e. the date of the AGM).

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon the exercise of the Options that may be granted under the refreshed Scheme Limit (i.e. up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution).

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the existing Directors of the Company are Mr. Jim Ka Shun as executive Director, and Mr. Gan Wei Ping, Mr. Yip Ming, Mr. Lau Siu Hang and Mr. Tsang Chung Sing Edward as independent non-executive Directors.

LETTER FROM THE BOARD

Pursuant to Article 88(1) of the Articles, Mr. Gan Wei Ping and Mr. Yip Ming will retire by rotation and, being eligible, offer 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 16 to 20 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 refreshment of Scheme Limit and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not 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, 23 May 2017 to Friday, 26 May 2017, 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 Monday, 22 May 2017.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate, the refreshment of the Scheme Limit under the Share Option Scheme 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.

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
Jim Ka Shun
Executive Director

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 741,949,882 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 74,194,988 Shares, representing 10% of the issued share capital as at the date of 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 2016 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>
2016		
April	0.760	0.620
May	0.700	0.590
June	0.620	0.450
July	0.610	0.335
August	0.355	0.300
September	0.420	0.290
October	0.500	0.300
November	0.335	0.280
December	0.310	0.230
2017		
January	0.250	0.231
February	0.295	0.220
March	0.270	0.228
April (up to the Latest Practicable Date)	0.260	0.230

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 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 issued share capital of the Company:

Name of shareholders	Type of interests	Number of ordinary Shares held	Total number of ordinary Shares held	Approximate percentage of total issued Shares	
				As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Li Denian ("Mr. Li") (Note 1)	Beneficial owner	77,770,000	167,010,000	22.51%	25.01%
	Interest of controlled corporation	89,240,000			
Cheung Man Kun	Beneficial owner	46,120,000	46,120,000	6.22%	6.91%

Note:

1. Dragon Metro Limited ("Dragon Metro") holds 89,240,000 Shares. Mr. Li beneficially owns the entire issued share capital of Dragon Metro. Therefore, Mr. Li is deemed, or taken to be, interested in all the Shares held by Dragon Metro for the purpose of the SFO.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 by rotation and being eligible, will offer themselves for re-election at the AGM pursuant to the Article 88(1) of the Articles.

Mr. Gan Wei Ping, aged 53, Independent non-executive Director

Mr. Gan Wei Ping (“Mr. Gan”) was appointed as independent non-executive Director of the Company on 3 July 2014. Mr. Gan holds a Bachelor’s degree in Science from Hunan University. He has over 27 years of experience in banking system. Mr. Gan is retired and he worked for Shenzhen Development Bank Company Limited since 1997. The last position was sub-branch manager in Shenzhen and he was responsible for overall management and operation of the branch. From 1997 to 2001, he was manager in non-performing assets department and responsible for handling distressed assets. From 2001 to 2003, he was manager of credit department and responsible for credit valuation and monitoring assets valuation.

Mr. Gan has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the articles of association of the Company, he is subject to retirement at the AGM and being eligible, offer himself for re-appointment. Thereafter he is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Gan is HK\$120,000 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. Gan 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. Gan does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Yip Ming, aged 63, 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 graduate of The Institute of Fire Engineers. He 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, he had been seconded to attend professional and management training at The Michigan State Police Training Centre, United States of America in 1997, Fire Services Collages, England in 2003 and Peking University in 2006. He 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 HKSAR from 1998 to 2001. After his retirement in 2009, he 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 of association of the Company, he is subject to retirement at the AGM and being eligible, offer himself for re-appointment. Thereafter he 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.

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.

NOTICE OF ANNUAL GENERAL MEETING



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, 26 May 2017 at 3:00 p.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 2016.
2. To re-elect the directors of the Company (the “Directors”) and to authorise the board of Directors (the “Board”) to fix their remuneration.
3. To re-appoint RSM Hong Kong as auditor and to authorise the Board to fix its remuneration.
4. **“THAT:**
 - (a) subject to paragraph (c) 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 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;
 - (b) the approval in paragraph (a) 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;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

(c) 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 (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or; (ii) the exercise of subscription rights under any share option scheme of the Company; or (iii) any allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) 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

(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) 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).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**
- (a) subject to paragraph (b) 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 of the Company (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;
 - (b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) 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
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the holders of Shares in general meeting.”

NOTICE OF ANNUAL 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.”

7. “**THAT** pursuant to the terms of the share option scheme of the Company (the “Share Option Scheme”) adopted by the Company pursuant to an ordinary resolution passed on 12 January 2012, approval be and is hereby generally and unconditionally granted for refreshing the 10% general scheme limit provided that (i) the total number of shares of HK\$0.02 each in the capital of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and (ii) options previously granted under the Share Option Scheme and other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the general scheme limit as refreshed hereby.”

For and on behalf of the Board
China Financial Leasing Group Limited
Wong Ka Shing
Company Secretary

Hong Kong, 25 April 2017

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need 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 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 25 April 2017.
5. As at the date of this notice, the board of Directors of the Company comprises Mr. Jim Ka Shun as executive Director, Mr. Gan Wei Ping, Mr. Yip Ming, Mr. Lau Siu Hang and Mr. Tsang Chung Sing Edward as independent non-executive Directors.