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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of China Financial Leasing Group Limited (the “**Company**”) dated 20 April 2018 (the “**Notice of AGM**”) which sets out the resolutions to be considered by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting to be held at Room 2202, 22/F, 118 Connaught Road West, Hong Kong on Friday, 25 May 2018 at 3:00 p.m. (the “**AGM**”).

In light of the appointment of Mr. Ma Chao (“**Mr. Ma**”) as a non-executive director (the “**Director**”) and chairman of the board (the “**Board**”) of Directors of the Company with effective from 2 May 2018 (details of which were set out in the announcements of the Company dated 2 May 2018 and 4 May 2018), pursuant to the article 87(3) of the Articles of Association (the “**Articles**”) of the Company, Mr. Ma shall hold office until the AGM and, being eligible, offer himself for re-election at the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following ordinary resolution in addition to the resolutions set out in the Notice of AGM:

ORDINARY RESOLUTION

8. To re-elect Mr. Ma Chao as director of the Company and authorise the board of directors of the Company to fix his remuneration.

* *For identification purpose only*

The biographical details of Mr. Ma is set out in the Appendix to this supplemental notice.

The Board consider that the re-election of Mr. Ma as referred to in this supplemental notice is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend that all Shareholders should vote in favour of the relevant resolution to be proposed at the AGM.

For and on behalf of the Board
China Financial Leasing Group Limited
Ma Chao
Chairman

Hong Kong, 9 May 2018

Notes:

1. A revised form of proxy is enclosed with this supplemental notice. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the accompanying revised form of proxy enclosed with this supplemental notice 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 revised form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.
2. Please refer to the Company's circular dated 20 April 2018 and the Notice of AGM for details in respect of the eligibility for attending the AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.
3. As at the date of this supplemental notice, the board of Directors of the Company comprises Mr. Jim Ka Shun as executive Director, Mr. Ma Chao (Chairman) as non-executive Director, Mr. Yip Ming, Mr. Lau Siu Hang and Mr. Tsang Chung Sing Edward as independent non-executive Directors.

APPENDIX

Biographical details of Mr. Ma Chao is set out below:

Mr. Ma Chao, aged 35, non-executive Director

Mr. Ma was appointed as the Company's non-executive Director and chairman of the Board on 2 May 2018. Mr. Ma is an entrepreneur with extensive experience in agricultural sector and financial sector. Mr. Ma founded and developed several integrated agricultural and financial companies. Mr. Ma is currently the chairman of boards of directors of both Heilongjiang Zhuoxin Agricultural Development Group Limited and Zhuoxin Wealth (Beijing) Investment Management Company Limited, the companies under which cover the sectors including but not limited to professional plantation, grains storage, hog farming, agriculture management, distribution and logistics services of farming materials, grain processing, retail, micro-lending business, agricultural investments and internet finance. Mr. Ma is also the deputy chairman of China Financing Guarantee Association, the standing committee member of Investment and Wealth Management Committee of the Investment Association of China, the deputy chairman of Heilongjiang Enterprise Confederation, and the chairman of Harbin Food Industry Association. Mr. Ma attended the executive training programs of the University of Cambridge in the United Kingdom and Peking University respectively. Mr. Ma is an executive director and chairman of the board of directors of Zhouxin International Holding Limited (formerly known as Gold Tat Group International Limited), a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (stock code: 8266).

Mr. Ma has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Ma shall hold office until the AGM and being eligible offer himself for re-election. Thereafter, Mr. Ma is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Ma shall be determined by the Board at a later stage with reference to the recommendation of the remuneration committee of the Company according to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at 4 May 2018, being the latest practicable date prior to the printing of this supplemental notice for the purpose of ascertaining certain information contained in this supplemental notice, Mr. Ma is deemed to be interested (pursuant to Part XV of the Securities and Future Ordinance, chapter 571 of the laws of Hong Kong) in 350,000,000 shares of the Company through his wholly-owned company, Ideal Trip Holdings Limited. Save as disclosed above, Mr. Ma 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. Ma does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.