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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Financial Leasing Group Limited (the “Company”) will be held at Seminar Hall, 2/F., Soho Tower, 110-118 Caine Road, Central, Hong Kong on Wednesday, 21 December 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

1. **“THAT**, subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Bonus Shares (as defined below) pursuant to the Bonus Issue (as defined below):
 - (a) an amount standing to the credit of the share premium account of the Company as would be required to be applied in paying up in full at par new ordinary shares (the “Shares”) of HK\$0.01 par value each in the capital of the Company, such Shares, credited as fully paid, to be allotted and distributed among members of the Company whose names appear on the register of members of the Company as at the close of business at 4:30 p.m. on Wednesday, 4 January 2012 (the “Record Date”) on the basis of four new Shares (the “Bonus Shares”) for every existing Share then held, be capitalised and applied in such manner (the “Bonus Issue”), and the directors of the Company be and are hereby authorised to allot and issue such Bonus Shares;
 - (b) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the memorandum and articles of association of the Company and shall rank *pari passu* in all respects with the shares of HK\$0.01 each in the capital of the Company in issue on the Record Date, except that they will not rank for the bonus issue of shares mentioned in this resolution; and

- (c) the directors of the Company be authorised to do all acts and things as any be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

By Order of the Board
China Financial Leasing Group Limited
Tse Kam Fai
Company Secretary

Hong Kong, 5 December 2011

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:
Room 4209, Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

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 authorized 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 authorized, and must be deposited with the share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 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 proposed Bonus Issue, please refer to the circular of the Company dated 5 December 2011.
5. As at the date of this notice, the board of Directors of the Company comprises Mr. Choy Kwok Hung, Patrick (Chairman), Mr. Chan Chi Hung (Managing Director) and Mr. Lin Wen Pin as executive Directors, Mr. Shi Rong Chang (Deputy Chairman), Mr. Yang Nai Jiang (Deputy Chairman) and Mr. Li Xiao Chen (Deputy Chairman) as non-executive Directors, and Mr. Yue Man Yiu, Matthew, Mr. Chung Koon Yan and Mr. Chung Shu Kun, Christopher as independent non-executive Directors.