

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,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Wednesday, 25 May 2016 at 10:30 a.m. (the "AGM"), at which, among other things, the above proposals will be considered, is set out on pages 17 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.

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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 Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Wednesday, 25 May 2016 at 10:30 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”	22 April 2016, 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

DEFINITIONS

“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)
“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. KWAN Sai Lok Edwin

Mr. LAM Yuk Kwan

Mr. LAU Siu Hang

Mr. TSANG Chung Sing Edward

Mr. YUN Kwok Wing Edwin

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

29 April 2016

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.

* for identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 22 May 2015 ("2015 AGM"), 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.

The unused mandates granted by the then Shareholders at 2015 AGM 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.

As at the Latest Practicable Date, there are 571,949,882 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 114,389,976 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.

LETTER FROM THE BOARD

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. Kwan Sai Lok Edwin, Mr. Lam Yuk Kwan, Mr. Lau Siu Hang, Mr. Tsang Chung Sing Edward and Mr. Yun Kwok Wing Edwin as independent non-executive Directors.

Pursuant to Article 88(1) of the Articles, Mr. Gan Wei Ping, Mr. Kwan Sai Lok Edwin and Mr. Lam Yuk Kwan will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Mr. Lau Siu Hang, Mr. Tsang Chung Sing Edward, Mr. Yun Kwok Wing Edwin and Mr. Jim Ka Shun were appointed after 2015 AGM. 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 17 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 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions for granting to the Directors the Issue Mandate, the Repurchase 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.

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

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 571,949,882 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 57,194,988 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.

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 2015 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>
2015		
April	1.69	0.58
May	1.43	1.00
June	1.13	0.75
July	1.50	0.70
August	1.18	0.93
September	1.21	0.88
October	0.96	0.71
November	0.84	0.72
December	0.77	0.60
2016		
January	0.76	0.62
February	0.85	0.64
March	0.80	0.70
April (up to the Latest Practicable Date)	0.76	0.68

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	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Li Denian	80,370,000	Beneficial	14.05	15.61
Kan Che Kin Billy Albert	73,060,000	Beneficial	12.77	14.19
Cheung Man Kun	46,120,000	Beneficial	8.06	8.96
Fu Ru Lin	31,840,000	Beneficial	5.57	6.19

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 Articles 87(3) and 88(1) of the Articles.

Mr. Jim Ka Shun, aged 34, Executive Director

Mr. Jim Ka Shun (“Mr. Jim”) was appointed as executive Director of the Company on 1 January 2016. Mr. Jim is a holder of Bachelor of Engineering in Computer Engineering from The Hong Kong University of Science and Technology in 2004. Mr. Jim is a Financial Risk Manager (FRM) granted by Global Association of Risk Professionals and a licensed person to carry out type 9 (asset management) regulated activities under the Securities and Futures Ordinance (“SFO”). Mr. Jim has over 9 years of relevant experience in financial industry, including asset management sector. Mr. Jim is the executive director and type 9 responsible officer of Great Wall Securities Limited (“Great Wall”) since April 2015. Great Wall is a licensed corporation under the SFO with regulated activities type 1, 4 and 9 to provide brokerage, asset management and investment advisory service to the clients. Mr. Jim also served as the executive director and type 9 responsible officer of Phoenician Limited, an asset management company under the SFO with regulated activities of type 9, from March 2013 to March 2015. Mr. Jim is responsible for managing the investment portfolio to meet the specific objective and overseeing the trading operation.

Mr. Jim 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 Company’s next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once in every three years. The remuneration of Mr. Jim is HK\$600,000 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. Jim does not hold any directorships in other listed public companies in the past three years. Mr. Jim does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Gan Wei Ping, aged 52, 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 26 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 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 qualification 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. Kwan Sai Lok Edwin, aged 51, Independent non-executive Director

Mr. Kwan Sai Lok Edwin (“Mr. Kwan”) was appointed as independent non-executive Director of the Company on 22 April 2015. Mr. Kwan obtained the Hotel Business Certificate from Caritas Bianchi College of Careers. Mr. Kwan had worked as senior management in various companies which he gained extensive exposure in managing the operation and investments. During his appointment as operation manager in Good Result Investment Limited, Mr. Kwan had participated in investment and management of serviced apartments in Hong Kong and Japan. Mr. Kwan also has relevant experience in finance and accounting. During his past employment with Fullmoon Industries Limited, Mr. Kwan was responsible for strategic and financial planning, corporate development and investor relations of the company. His work in different regions, including Shanghai, Hunan, Indonesia and Shenzhen, had familiarized him the investment environment in certain regions. Mr. Kwan is currently a managing director of Po Che Tong (Poon Mo Un) Company Limited, who is responsible for the daily operation, financial control and strategic planning of the company. Mr. Kwan has over 29 years of management and investment.

Mr. Kwan 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 by rotation at least once in every three years. The remuneration of Mr. Kwan is HK\$120,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Kwan 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. Kwan does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Lam Yuk Kwan, aged 51, Independent non-executive Director

Mr. Lam Yuk Kwan (“Mr. Lam”) was appointed as independent non-executive Director of the Company on 22 April 2015. Mr. Lam has over 29 years of experience in financial investment and property development and investment in Hong Kong. Currently, Mr. Lam serves as a director of Asialand Investment Holdings Limited, a company engaged in financial investment and general manager of investment department of Asialand Holdings Limited of which he is responsible for strategic and financial planning of the companies. In particular, Mr. Lam had worked as chief executive officer (Hong Kong district) in ACR (International) Financial Investment Holdings Company Limited since 1990 for 7 years which provided him with extensive exposures in international finance, commodities, direct investment and fund management.

Mr. Lam 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 by rotation at least once in every three years. The remuneration of Mr. Lam is HK\$120,000 per annum which is determined by the Board with reference to his respective qualification and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Lam 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. Lam does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Lau Siu Hang, aged 60, Independent non-executive Director

Mr. Lau Siu Hang (“Mr. Lau”) was appointed as independent non-executive Director of the Company on 12 June 2015. Mr. Lau obtained a Bachelor’s Degree of Business Administration from University of Western Sydney in 2001, and a Master of Arts Degree in Chinese Culture from The Hong Kong Polytechnic University in 2013. He retired from HKSAR Government as Principal Immigration Officer in 2010 after his 30-year service in Hong Kong Special Administrative Region Government. During his tenure, he worked extensively on human resources matters and administration work. He was once seconded to Security Bureau to assume the position of Assistant Secretary for Security. Before his retirement, Mr. Lau assumed the position of Deputy Director of the Hong Kong Economic and Trade Office in Guangdong province, responsible for enhancing liaison and communication with the mainland China officials and members of trade association of Fujian, Guangdong, Guangxi, Jiangxi and Hainan provinces/regions. Mr. Lau is currently working as a principal consultant in a consulting company, providing training relation to recruitment interviews, risk management, and services relation to financial and assets management.

Mr. Lau 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 Company’s next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once in every three years. The remuneration of Mr. Lau 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. Lau 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. Lau does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Tsang Chung Sing Edward, aged 61, Independent non-executive Director

Mr. Tsang Chung Sing Edward (“Mr. Tsang”) was appointed as independent non-executive Director of the Company on 26 June 2015. Mr. Tsang is a holder of a Bachelor Degree in Commerce from Curtin University, Australia and a Master Degree in Business Accounting from Monash University, Australia. Mr. Tsang is also a fellow member of The Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Tsang was previously the executive director of China Nonferrous Metals Company Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (stock code: 8306). He resigned from his directorship in this company in September 2015. Before that, Mr. Tsang had held senior positions in a number of Hong Kong listed companies.

Mr. Tsang has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the articles of association the Company, he is subject to retirement at the Company’s next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once in every three years. The remuneration of Mr. Tsang 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. Tsang 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. Tsang does not have any relationships with other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Yun Kwok Wing Edwin, aged 60, Independent non-executive Director

Mr. Yun Kwok Wing Edwin (“Mr. Yun”) was appointed as independent non-executive Director of the Company on 26 June 2015. Mr. Yun is a holder of Bachelor Degree of Law and has become a qualified lawyer in England and Wales and Hong Kong in 1988 and Singapore in 1996. Mr. Yun is a practising solicitor and a proprietor of his own law firm in Hong Kong. He is experienced in dealing with commercial matters including company restructuring, mergers and acquisitions of valuable assets, financial disputes and commercial litigation as well as corporate governance. In the past, Mr. Yun had served government committees such as Road Safety Council and Action Committee Against Narcotics Sub-committee on Preventive Education and Publicity.

Mr. Yun 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 Company’s next annual general meeting after his appointment and thereafter subject to retirement by rotation at least once in every three years. The remuneration of Mr. Yun 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. Yun 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. Yun 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 Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Wednesday, 25 May 2016 at 10:30 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 2015.
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 of Directors to fix its remuneration.
4. **“THAT:**
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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;

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 of Hong Kong Limited (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 Rules Governing the Listing of Securities on the Stock Exchange 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.”

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

Hong Kong, 29 April 2016

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 29 April 2016.
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. Kwan Sai Lok Edwin, Mr. Lam Yuk Kwan, Mr. Lau Siu Hang, Mr. Tsang Chung Sing Edward and Mr. Yun Kwok Wing Edwin as independent non-executive Directors.

* *for identification purpose only*