



# 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)

### FORM OF PROXY FOR 2016 ANNUAL GENERAL MEETING

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ shares  
of HK\$0.02 each in the capital of China Financial Leasing Group Limited (the "Company"), HEREBY APPOINT the chairman of the meeting  
or<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) 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. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and the independent Auditor for the year ended 31 December 2015		
2.	(a) To re-elect Mr. Jim Ka Shun as director of the Company		
	(b) To re-elect Mr. Gan Wei Ping as director of the Company		
	(c) To re-elect Mr. Kwan Sai Lok Edwin as director of the Company		
	(d) To re-elect Mr. Lam Yuk Kwan as director of the Company		
	(e) To re-elect Mr. Lau Siu Hang as director of the Company		
	(f) To re-elect Mr. Tsang Chung Sing Edward as director of the Company		
	(g) To re-elect Mr. Yun Kwok Wing Edwin as director of the Company		
	(h) To authorise the board of directors of the Company 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.	To grant a general mandate to the Director of the Company to allot, issue and deal with new shares in the Company		
5.	To grant a general mandate to the Directors of the Company to repurchase shares of the Company		
6.	To extend the general mandate to issue new Shares by adding the number of shares repurchased		

Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to vote or abstain at he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorised.
- In the case of joint holders the vote of a senior who tenders and vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at 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 less than 48 hours before the time appointed for holding of the meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited at the above address.

\* for identification purpose only