

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular (“**Circular**”) of China Financial Leasing Group Limited (the “**Company**”) dated 29 April 2016. Terms used in this announcement shall have the same meanings as defined in the Circular.

The total number of issued Shares as at the date of the AGM was 621,949,882 Shares which is also the total number of Shares entitling the holder to attend and vote for or against all the resolutions.

As at the date of the AGM, there were no Shares in issue entitling the holder to attend and vote only against the resolutions at the AGM. None of the Shareholders were required to abstain from voting at the AGM under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). In addition, there were no shares entitling the holders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 13.40 of the Listing Rules. Tricor Tengis Limited, the Hong Kong branch share registrar of the Company, acted as scrutineer for the vote-taking at the AGM.

* *For identification purpose only*

The Board announces that, except for resolutions No. 2(c), 2(d) and 2(g), all the ordinary resolutions (“**Resolutions**”) set out in the notice of the AGM contained in the Circular were duly passed at the AGM held on 25 May 2016. The poll results in respect of each of the Resolutions are as follows:

	ORDINARY RESOLUTIONS	FOR Number of Shares (%)	AGAINST Number of Shares (%)
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	110,292,540 (100%)	0 (0%)
2.	(a) To re-elect Mr. Jim Ka Shun as director of the Company	110,292,540 (100%)	0 (0%)
	(b) To re-elect Mr. Gan Wei Ping as director of the Company	24,082,540 (100%)	0 (0%)
	(c) To re-elect Mr. Kwan Sai Lok Edwin as director of the Company	N/A	N/A
	(d) To re-elect Mr. Lam Yuk Kwan as director of the Company	N/A	N/A
	(e) To re-elect Mr. Lau Siu Hang as director of the Company	110,292,540 (100%)	0 (0%)
	(f) To re-elect Mr. Tsang Chung Sing Edward as director of the Company	110,292,540 (100%)	0 (0%)
	(g) To re-elect Mr. Yun Kwok Wing Edwin as director of the Company	N/A	N/A
	(h) To authorise the board of directors of the Company to fix their remuneration	110,292,540 (100%)	0 (0%)
3.	To re-appoint RSM Hong Kong as auditor and to authorise the board of Directors to fix its remuneration	110,292,540 (100%)	0 (0%)
4.	To grant a general mandate to the Director of the Company to allot, issue and deal with new shares in the Company	110,212,540 (99.93%)	80,000 (0.07%)
5.	To grant a general mandate to the Directors of the Company to repurchase shares of the Company	110,292,540 (100%)	0 (0%)
6.	To extend the general mandate to issue new Shares by adding the number of shares repurchased	110,212,540 (99.93%)	80,000 (0.07%)

Note: The percentage of votes is based on the total number of Shares held by the Shareholders who voted at the AGM in person or by corporate representative or proxy.

As set out in the announcement of the Company dated 24 May 2016, Mr. Kwan Sai Lok Edwin, Mr. Lam Yuk Kwan and Mr. Yun Kwok Wing Edwin, the independent non-executive Directors of the Company, will retire at the AGM as they informed the Company that they decided not to seek for re-election for reason that they would like to devote more time on their other business commitments.

Immediately after the AGM, the compositions of the Board and the Audit Committee, Remuneration Committee and Nomination Committee of the Company are as follows:

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

Audit Committee

Mr. TSANG Chung Sing Edward (*Committee Chairperson*)

Mr. YIP Ming

Remuneration Committee

Mr. LAU Siu Hang (*Committee Chairperson*)

Mr. TSANG Chung Sing Edward

Nomination Committee

Mr. TSANG Chung Sing Edward

By order of the Board
CHINA FINANCIAL LEASING GROUP LIMITED
Wong Ka Shing
Company Secretary

Hong Kong, 25 May 2016

As at the date of this announcement, 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.