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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Ever Grand Financial Leasing Group Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**PROPOSED ADOPTION OF SHARE OPTION SCHEME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting (the “**EGM**”) of China Ever Grand Financial Leasing Group Co., Ltd. (the “**Company**”) to be held at Room 2203, 22/F., Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong, on Friday, 29 July 2016 at 11:00 a.m. is set out on pages 17 and 18 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited and the Company.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company’s Hong Kong branch share registrar and transfer office, Tricor Secretaries 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 the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

13 July 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“2002 Share Option Scheme”	the share option scheme adopted by the Company on 23 October 2002
“2016 Share Option Scheme” or “Scheme” or “this Scheme”	the share option scheme proposed to be adopted by the Shareholders at the EGM
“Adoption Date”	the date on which this Scheme was conditionally adopted by an ordinary resolution of the Shareholders at the EGM
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Auditors”	the auditors for the time being of the Company
“Board”	the board of Directors
“Company”	China Ever Grand Financial Leasing Group Co., Ltd., a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Company Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at Room 2203, 22/F., Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 29 July 2016 at 11:00 a.m., to consider and, if thought fit, to approve, inter alia, the proposed adoption of the 2016 Share Option Scheme
“Eligible Participant(s)”	any full-time employees, executives or officers, any directors (including executive, non-executive and independent non-executive directors) of the Group and any persons who, in the sole opinion of the Board, will contribute or have contributed to the Group

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 July 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“Option(s)” or “Share Option(s)”	a right granted by the Company under the Scheme, which right permits (but does not obligate) an Eligible Participant to subscribe for Shares in accordance with the terms of this Scheme
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Scheme Period”	a period commencing on the Adoption Date and ending on the fifth anniversary of the Adoption Date (both dates inclusive)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

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## LETTER FROM THE BOARD

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**中國恒嘉融資租賃集團有限公司**

**CHINA EVER GRAND FINANCIAL LEASING GROUP CO., LTD.**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 379)**

*Executive Directors:*

Mr. Wong Lik Ping (*Chairman*)

Mr. Lai Ka Fai

Mr. Tao Ke

Mr. Qiao Weibing

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Non-executive Directors:*

Mr. Cheng Kwok Woo

Ms. Yeung Sau Han Agnes

*Head office and principal place  
of business:*

Room 2203, 22nd Floor

Kwan Chart Tower

6 Tonnochy Road, Wanchai

Hong Kong

*Independent non-executive Directors:*

Mr. Ho Hin Yip

Mr. Goh Choo Hwee

Mr. U Keng Tin

13 July 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ADOPTION OF SHARE OPTION SCHEME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information on the proposed adoption of the 2016 Share Option Scheme to be proposed at the EGM and to give you notice of the EGM.

**PROPOSED ADOPTION OF THE 2016 SHARE OPTION SCHEME**

The Company previously had the 2002 Share Option Scheme that was adopted by the Company on 23 October 2002. In view of the expiration of the 2002 Share Option Scheme and to enable the Company to grant Options to Eligible Participants as incentives or rewards for their contributions to the success of the Group, the Board proposes to recommend to the Shareholders at the EGM to approve and adopt the 2016 Share Option Scheme.

As at the Latest Practicable Date, the Company has no option granted under the 2002 Share Option Scheme remained unexercised or outstanding, and the Company has no other subsisting share option scheme.

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## LETTER FROM THE BOARD

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It is proposed that subject to the approval of the Shareholders at the EGM of the adoption of the 2016 Share Option Scheme and the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which fall to be allotted and issued upon the exercise of the Options that may be granted under the 2016 Share Option Scheme, the 2016 Share Option Scheme will take effect.

### **Adoption of the 2016 Share Option Scheme**

The Board proposes the adoption of the 2016 Share Option Scheme, which will be valid for five (5) years from the Adoption Date.

The purpose of the 2016 Share Option Scheme is to enable the Company to grant Options to Eligible Participants as incentives or rewards for their contribution or potential contribution to the Group to promote the success of the Group. This Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and
- (ii) attract and retain Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

The Board considers that the 2016 Share Option Scheme will motivate more persons to make contribution to the Group, facilitate the retention and the recruitment of high-calibre staff of the Group and that it is the interests of the Group as a whole for a broad category of Eligible Participants to be given incentives to participate in the growth of, and make contribution to, the Group in the form of Share Options to subscribe for Shares. Furthermore, the Board considers that the Eligible Participants will share common interests and objectives with the Group upon their exercise of the Share Options, which is beneficial to the long-term development of the Group. In addition, the adoption of the Scheme is in line with modern commercial practice that full-time employees, executives or officers, any directors (including executive, non-executive and independent non-executive directors) of the Group be given incentives to work towards enhancing the value and attaining the long-term objectives of the Company and for the benefit of the Group as a whole. As such, the Directors consider that the adoption of the Scheme is in the interest of the Company and the Shareholders as a whole. The provisions of the Scheme will comply with the requirements of Chapter 17 of the Listing Rules.

The rules of the 2016 Share Option Scheme provide that the Board may specify the Eligible Participants to whom Share Options shall be granted, the number of Shares subject to each Share Option and the date on which the Share Options shall be granted. The basis for determining the subscription price is also specified precisely in the rules of the Scheme.

The Directors consider that the aforesaid criteria and rules will serve to preserve the value of the Company and encourage Eligible Participants to acquire proprietary interests in the Company. The Company does not at present intend to appoint a trustee to the Scheme.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, there were 11,919,197,600 Shares in issue. Assuming that no further Share will be allotted, issued or repurchased prior to the EGM, the total number of Shares that may fall to be allotted and issued under the Scheme after the resolution regarding the proposed adoption of the Scheme is passed at the EGM would be 300,000,000 Shares, representing approximately 2.52% of the total number of Shares in issue.

The Directors consider that it is not appropriate to state the value of all Options which may be granted under the 2016 Share Option Scheme as if they had been granted as at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the Shareholders, taking into account the number of variables which are crucial for the calculation of the Option value which have not been determined. Such variables include but not limited to the exercise price, exercise period, any minimum holding period, any performance targets set and other relevant variables.

None of the Directors is a trustee of the Scheme or has a direct or indirect interest in the trustees of the Scheme (if any).

### **Conditions precedent of the 2016 Share Option Scheme**

The adoption of the 2016 Share Option Scheme is conditional upon:

- (i) the passing of ordinary resolution(s) by the Shareholders to, among others, (a) approve and adopt the Scheme; (b) authorise the Board to grant Options under the Scheme; (c) authorise the Board to allot and issue Shares pursuant to the exercise of any Options that may be granted under the Scheme; and
- (ii) the Listing Committee of Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares falling to be allotted and issued by the Company pursuant to the exercise of the Options under the Scheme.

Subject to the obtaining of the Shareholders' approval with respect to the adoption of the 2016 Share Option Scheme at the EGM, the total number of Shares which may be issued upon the exercise of all Options to be granted under the 2016 Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 300,000,000 Shares (representing approximately 2.52% of the total issued share capital of the Company as at the date of approval of the 2016 Share Option Scheme is adopted).

A summary of the principal rules of the 2016 Share Option Scheme is set out in the Appendix to this circular. A copy of the 2016 Share Option Scheme is available for inspection at the Company's principal place of business in Hong Kong at Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong during normal business hours from the date hereof up to the date of the EGM.

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## LETTER FROM THE BOARD

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Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the Share Options granted under the 2016 Share Option Scheme.

As at the Latest Practicable Date, no Shareholder had a material interest in the adoption of the 2016 Share Option Scheme. As such, no Shareholder is required to abstain from voting on the resolution in relation thereto at the EGM.

### **EGM**

A notice convening the EGM to be held at Room 2203, 22/F., Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 29 July 2016 at 11:00 a.m. is set out on pages 17 and 18 of this circular. Ordinary resolution will be proposed at the EGM to approve, among other things, the proposed adoption of the 2016 Share Option Scheme.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange and the Company. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries 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 the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, 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.

### **RECOMMENDATION**

The Board considers the proposed adoption of the 2016 Share Option Scheme is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.



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## LETTER FROM THE BOARD

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### FURTHER INFORMATION

Your attention is also drawn to the Appendix to this circular which contains a summary of the principal terms of the 2016 Share Option Scheme.

Yours faithfully,  
For and on behalf of the Board of  
**China Ever Grand Financial  
Leasing Group Co., Ltd.**  
**Wong Lik Ping**  
*Chairman*

*The following is a summary of the principal rules of the 2016 Share Option Scheme but does not form part of, nor was it intended to be, part of the 2016 Share Option Scheme nor should it be taken as affecting the interpretation of the 2016 Share Option Scheme:*

### **1. Purpose of the 2016 Share Option Scheme**

The purpose of the 2016 Share Option Scheme is to enable the Board to grant Share Options to selected Eligible Participants as incentives or rewards for their contribution or potential contribution to the development and growth of the Group.

### **2. Who may join and basis of eligibility**

The Board may, at its absolute discretion and on such terms as it may think fit, grant Share Options to any Eligible Participants to subscribe at a price calculated in accordance with paragraph 3 below for such number of Shares as it may determine in accordance with the terms of the 2016 Share Option Scheme.

The basis of eligibility of any of the Eligible Participants to the grant of Share Options shall be determined by the Board from time to time on the basis of his contribution or potential contribution to the development and growth of the Group.

### **3. Option price for subscription of Shares**

The option price per Share payable on the exercise of a Share Option is to be determined by the Board provided always that it shall be at least the higher of:

- (A) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer of grant (which is deemed to be the date of grant if the offer for the grant of a Share Option is accepted by the Eligible Participant), which must be a business day; and
- (B) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five (5) business days immediately preceding the date of offer of grant, (as subsequently adjusted pursuant to the terms of the 2016 Share Option Scheme, if relevant),

provided that the option price per Share shall in no event be less than the nominal amount of one (1) Share.

### **4. Acceptance of offers**

An offer for the grant of Share Options must be accepted within twenty-eight (28) days inclusive of the day on which such offer was made. The amount payable by the Eligible Participant of a Share Option to the Company on acceptance of the offer for the grant of a Share Option is HK\$1.00.

**5. Maximum number of Shares**

- (A) Subject to sub-paragraphs (B) and (C) below, the maximum number of Shares issuable upon the exercise of all Share Options to be granted under the 2016 Share Option Scheme and any other share option schemes of the Company as from the commencement of the Scheme Period (excluding, for this purpose, Share Options which have lapsed in accordance with the terms of the 2016 Share Option Scheme or any other share option schemes of the Company) must not in aggregate exceed 10% of the Shares in issue as at the Adoption Date (the “**Scheme Mandate**”). The Shares underlying any Share Options granted under the 2016 Share Option Scheme or any other share option schemes of the Company which have been cancelled (but not Share Options which have lapsed) will be counted for the purpose of the Scheme Mandate.
- (B) The Scheme Mandate may be refreshed at any time by obtaining approval of the Shareholders in general meeting provided that the new limit under the refreshed Scheme Mandate must not exceed 10% of the Shares in issue at the date of the Shareholders’ approval of such refreshed Scheme Mandate. Share Options previously granted under the 2016 Share Option Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the 2016 Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the total number of Shares subject to the refreshed Scheme Mandate.
- (C) The Company may also, by obtaining separate approval of the Shareholders in general meeting, grant Share Options beyond the Scheme Mandate provided the Share Options in excess of the Scheme Mandate are granted only to Eligible Participants specifically identified by the Company before such approval is sought.
- (D) The aggregate number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the 2016 Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time. No Share Options may be granted under the 2016 Share Option Scheme of the Company if this will result in the limit being exceeded.

**6. Maximum entitlement of each Eligible Participant**

The maximum number of Shares issued and to be issued upon the exercise of the Share Options granted under the 2016 Share Option Scheme and any other share option schemes of the Company to any Eligible Participant(s) (including cancelled, exercised and outstanding Share Options), in any 12-month period up to the date of grant shall not exceed 1% of the number of Shares in issue, unless (i) a circular is despatched to the Shareholders; (ii) the Shareholders approve the grant of the Share Options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant Eligible Participant and his associates shall abstain from voting. The number and terms (including the exercise price) of Share Options to be granted to such Eligible Participant(s) must be fixed before shareholders’ approval.

**7. Grant of Share Options to certain connected persons**

- (A) Any grant of a Share Option to a Director, chief executive of the Company or Substantial Shareholder (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Share Options).
- (B) Where any grant of Share Options to a Substantial Shareholder or an independent non-executive Director (or any of their respective associates) will result in the total number of Shares issued and to be issued upon the exercise of the Share Options already granted and to be granted to such person under the 2016 Share Option Scheme and any other share option schemes of the Company (including Share Options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant:
- (i) representing in aggregate over 0.1% of the Shares in issue; and
  - (ii) having an aggregate value, based on the closing price of the Shares at each date of grant, in excess of HK\$5 million,

such further grant of Share Options is required to be approved by Shareholders in general meeting in accordance with the Listing Rules. Any change in the terms of a Share Option granted to a Substantial Shareholder or an independent non-executive Director or any of their respective associates is also required to be approved by Shareholders.

**8. Time of grant and exercise of Share Options**

No offer shall be made after inside information has come to the knowledge of the Company until such inside information has been announced pursuant to the requirements of the Listing Rules. In particular, no Share Options may be granted during the period commencing one (1) month immediately preceding the earlier of (a) the date of the Board meeting for the approval of the Company's annual or interim results; and (b) the deadline for the Company to publish its annual or interim results announcement, and ending on the date of actual publication of the results announcement.

No Share Options may be granted to an Eligible Participant who is subject to the Model Code during the periods or times in which such Eligible Participant is prohibited from dealing in Shares pursuant to the Model Code.

A Share Option may be exercised in accordance with the terms of the 2016 Share Option Scheme at any time during a period commencing on such date on or after the date on which the Share Option is granted as the Board may determine in granting the Share Options and expiring at the close of business on such date as the Board may determine in granting the Share Options but in any event shall not exceed five (5) years from the date of grant (which is the date of offer of grant if the offer for the grant of the Share Options is accepted).

There is no specified minimum period under the 2016 Share Option Scheme for which a Share Option must be held or the performance target which must be achieved before a Share Option can be exercised under the terms of the 2016 Share Option Scheme.

#### **9. Performance targets**

Save as determined by the Board and provided in the offer of the grant of the relevant Share Options, there is no performance target which must be achieved before any of the Share Options can be exercised.

#### **10. Ranking of Shares**

If under the terms of a resolution passed or an announcement made by the Company prior to the date of exercise of a Share Option, a dividend is to be or is proposed to be paid, or Shares are to be issued or proposed to be issued by way of the capitalisation of profits or reserves or by way of rights under an offer made pro rata, to Shareholders on the register of members of the Company on a date prior to such date of exercise, the Shares to be issued upon such exercise will not rank for such dividend or such Shares. Subject as aforesaid, Shares allotted upon the exercise of an outstanding Share Option will be subject to all the provisions of the Bye-laws for the time being in force and will rank pari passu in all respects with the fully paid Shares in issue on the date of such exercise. Shares allotted upon the exercise of a Share Option for the time being outstanding shall not carry voting rights until completion of the registration of the holder of Share Option (or any other person) as the holder thereof.

#### **11. Rights are personal to grantee**

A Share Option is personal to the grantee and the grantee may not in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Share Option or attempt to do so.

#### **12. Rights of exercise for grantees who was an Eligible Participant**

If a grantee of a Share Option who at the time of grant of a Share Option to him qualified as an Eligible Participant ceases to be such an Eligible Participant due to the following reasons, the Share Option shall automatically lapse and not be exercisable (to the extent not already exercised):

- (A) by reason of voluntary resignation or dismissal, or upon expiration of his term of employment, or by termination of his employment, the grantee ceases to be an employee of the Group;

- (B) by reason of ill-health or injury or disability, death or retirement;
- (C) because the relevant member of the Group or the relevant subsidiary of the Group by reason of his employment which he qualified as an Eligible Participant at the time the Share Option was granted ceases to be a member of the Group or a subsidiary of the Group;
- (D) on the grounds that he has committed any serious misconduct or has been convicted of any criminal offence involving his integrity or honesty or in relation to an employee of the Group;
- (E) on the grounds that he has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his creditors generally; or
- (F) for any other reason the Board in its absolute discretion may decide;

provided always that in each case the Board in its absolute discretion may decide that such Share Options or any part thereof shall not so lapse or determine subject to such conditions or limitations as it may decide.

### **13. Rights on exercise for grantees which were companies controlled by any of the Eligible Participants**

In respect of any Share Option granted to a company which qualified as an Eligible Participant because it was a company controlled by a person ("Such Person") who was an Eligible Participant:

- (A) the relevant provisions set out in paragraph 12 (as the case may be) would apply to its outstanding Share Option as if the Share Option had been granted to Such Person; and
- (B) its outstanding Share Option shall lapse on the date it ceases to be a company controlled by Such Person,

provided always that in each case the Board in its absolute discretion may decide that such Share Options or any part thereof shall not so lapse or determine subject to such conditions or limitations as it may decide.

### **14. Failure to meet continuing eligibility criteria**

If the Board in the offer granting the relevant Share Option has specified that the grantee has to meet certain continuing eligibility criteria and that the failure of the grantee to meet any such continuing eligibility criterion would entitle the Company to cancel the Share Option then outstanding (or part thereof), then upon the failure of the grantee to meet any such continuing eligibility criterion, his outstanding Share Option shall lapse and determine on the date the Board exercises the Company's right to cancel the Share Option on the ground of such failure.

**15. Rights on a general offer**

If a general offer by way of takeover is made to all the Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror, the grantee of a Share Option shall, subject to paragraph 8 above, be entitled to exercise at any time within a period of fourteen (14) days after such control has been obtained by the offeror any Share Option in whole or in part to the extent not already exercised (and notwithstanding any restrictions which would otherwise have prevented such Share Option from being exercisable at that time). For the avoidance of doubt, a Share Option not so exercised shall remain valid in accordance with its terms and subject to such restrictions as applied to it before the general offer.

**16. Rights on winding-up**

If notice is given by the Company to Shareholders of a general meeting at which a resolution will be proposed for the voluntary winding-up of the Company, the Company shall forthwith give notice to all grantees of Share Options and each grantee shall be entitled, at any time no later than two (2) business days prior to the proposed general meeting of the Company to exercise any of his outstanding Share Options in whole or in part to the extent not already exercised (and notwithstanding any restrictions which would otherwise have prevented such Share Options from being exercisable at that time). If such resolution is duly passed, all Share Options shall, to the extent that they have not been exercised, thereupon lapse and determine on the commencement of the winding-up.

**17. Rights on compromise or arrangement**

In the event of a compromise or arrangement between the Company and Shareholders or the Company's creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, notice of the relevant meeting shall be given to the grantees of Share Options on the same day notice is given to the Shareholders and the Company's creditors, and thereupon each grantee (or where permitted his personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling two (2) calendar months thereafter and the date on which such compromise or arrangement is sanctioned by the court of competent jurisdiction, exercise any of his or her Options whether in full or in part, but the exercise of an Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the court of competent jurisdiction and becoming effective. Upon such compromise or arrangement becoming effective, all Options shall lapse except insofar as previously exercised under the Scheme. The Company may require the grantee (or his legal personal representative(s)) to transfer or otherwise deal with the Shares issued as a result of the exercise of Options in these circumstances so as to place the grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement.

**18. Lapse of Share Options**

A Share Option shall lapse automatically on the earliest of:

- (A) the expiry of the period referred to in paragraph 8 above;
- (B) the date on which the grantee commits a breach of paragraph 11 above, if the Board shall exercise the Company's right to cancel the Share Option;
- (C) the expiry of the relevant period or the occurrence of the relevant event referred to in paragraph 12, 13 or 14 above; and
- (D) the expiry of any of the relevant periods referred to in paragraph 16 or 17 above.

**19. Cancellation of Share Options granted but not yet exercised**

Following the cancellation of any Share Options granted under the 2016 Share Option Scheme but not exercised, new Share Options may only be granted to the same grantee under the 2016 Share Option Scheme with available unissued Share Options (excluding the cancelled Share Options) within the limit of the Scheme Mandate then available to the Board.

**20. Effects of alterations to capital**

In the event of any alteration in the capital structure of the Company by way of capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction while any Share Option remains exercisable), such corresponding alterations (if any) will be made in (i) the number of Shares subject to any outstanding Share Options and/or (ii) the subscription price per Share as the independent financial adviser or the Auditors shall at the request of the Company or any grantee certify in writing to be in their opinion fair and reasonable, provided that any such alterations shall be made on the basis that the grantee shall have the same proportion of the issued share capital of the Company to which he was entitled before such alteration and the aggregate subscription price payable by the grantee on the full exercise of any Share Options shall remain as nearly as possible the same as (but not greater than) it was before such event, but so that no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. Save in the case of a capitalisation issue, an independent financial adviser or the Auditors must confirm to the Directors in writing that such adjustment(s) satisfy the aforesaid requirements and/or such other requirement prescribed under the Listing Rules from time to time.



**21. Period of the 2016 Share Option Scheme**

The 2016 Share Option Scheme will remain in force for a period of five (5) years commencing on the date on which the 2016 Share Option Scheme is adopted by Shareholders in general meeting and shall expire at the close of business on the day immediately preceding the fifth anniversary thereof unless terminated earlier by Shareholders in general meeting.

**22. Alteration to the 2016 Share Option Scheme**

The 2016 Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (A) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules;
- (B) any change to the authority of the Board or scheme administrators in relation to any alteration to the terms of the 2016 Share Option Scheme; or
- (C) any material alteration to the terms and conditions of the 2016 Share Option Scheme or any change to the terms of Share Options granted (except any alterations which take effect automatically under the terms of the 2016 Share Option Scheme),

shall first be approved by the Shareholders in general meeting provided that if the proposed alteration shall adversely affect a Share Option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the 2016 Share Option Scheme.

The amended terms of the 2016 Share Option Scheme shall still comply with Chapter 17 of the Listing Rules.

**23. Termination to the 2016 Share Option Scheme**

The Company may by resolution in general meeting or the Board may at any time terminate the 2016 Share Option Scheme and in such event no further Share Option shall be offered but the provisions of the 2016 Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Share Option granted prior to the termination or otherwise as may be required in accordance with the provisions of the 2016 Share Option Scheme.

Share Options granted prior to such termination at the time of termination shall continue to be valid and exercisable in accordance with the 2016 Share Option Scheme.

**24. Conditions of the 2016 Share Option Scheme**

The 2016 Share Option Scheme is conditional on (1) the passing by the Shareholders of an ordinary resolution at the EGM to approve the adoption of the 2016 Share Option Scheme; and (2) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Share Options which may be granted under the 2016 Share Option Scheme.

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## NOTICE OF EGM

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*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 379)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of China Ever Grand Financial Leasing Group Co., Ltd. (the “**Company**”) will be held at Room 2203, 22/F., Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 29 July 2016 at 11:00 a.m. for the following purposes:

#### ORDINARY RESOLUTION

**“THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of HK\$0.1 each in the share capital of the Company (or such nominal amount as shall result from a capitalization issue, rights issue, sub-division, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “**Share(s)**”) to be issued pursuant to the exercise of the share options granted which may be granted under the new share option scheme (the “**2016 Share Option Scheme**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the 2016 Share Option Scheme be and is hereby approved and adopted; and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2016 Share Option Scheme, including but without limitation:

- (i) to administer the 2016 Share Option Scheme under which share options will be granted to the Eligible Participants (as defined in the 2016 Share Option Scheme) eligible under the 2016 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the 2016 Share Option Scheme;
- (ii) to modify and/or amend the 2016 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2016 Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (iii) to allot and issue from time to time such number of Shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the share options under the 2016 Share Option Scheme and subject to the Listing Rules;

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## NOTICE OF EGM

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- (iv) make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the share options under the 2016 Share Option Scheme; and
- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2016 Share Option Scheme.”

Yours faithfully,  
By Order of the Board of  
**China Ever Grand Financial  
Leasing Group Co., Ltd.**  
**Wong Lik Ping**  
*Chairman*

Hong Kong, 13 July 2016

*Registered office:*

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

*Head office and principal place  
of business:*

Room 2203, 22nd Floor  
Kwan Chart Tower  
6 Tonnochy Road, Wanchai  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company but must be present in person at the EGM to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the websites of the Stock Exchange and the Company. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the EGM or any adjournment thereof, should he/she so wish.
3. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.