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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;

- (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 will be sent to the shareholders. 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.

As at the date of this notice, the members of the Board of the Company comprises (1) executive directors: Mr. Wong Lik Ping, Mr. Lai Ka Fai, Mr. Tao Ke and Mr. Qiao Weibing; (2) non-executive directors: Mr. Cheng Kwok Woo and Ms. Yeung Sau Han Agnes, and (3) independent non-executive directors: Mr. Goh Choo Hwee, Mr. Ho Hin Yip and Mr. U Keng Tin.