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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.

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**PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting of the Company to be held at Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 7 October 2016 at 11:00 am is set out on pages 5 and 6 of this circular. A form of proxy for use at the extraordinary general meeting 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.

If you are unable to attend the extraordinary general meeting, 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 extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

15 September 2016

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## DEFINITIONS

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

“Articles of Association”	the articles of association 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
“Deloitte”	Deloitte Touche Tohmatsu
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened on Friday, 7 October 2016 and held to approve, among others, the proposed appointment of auditor
“Group”	the Company and its subsidiaries
“HLB”	HLB Hodgson Impey Cheng Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 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

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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 Director:*

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

15 September 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

At the forthcoming EGM, a resolution will be proposed to seek the Shareholders' approval for, among other things, the appointment of auditor.

The purpose of this circular is to provide you with information relating to the resolution to be proposed at the EGM for the appointment of auditor and the notice of the EGM.

**PROPOSED CHANGE OF AUDITOR**

On 30 August 2016, the Company announced that HLB has resigned as the auditor of the Group with effect from 29 August 2016. The Board was informed by HLB that they decided to tender their resignation as the Group's auditor after taking into account of many factors including disagreement of audit fee for the year ending 31 December 2016.

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## **LETTER FROM THE BOARD**

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Save for the above, HLB confirmed that there were no circumstances connected with their resignation which they considered should be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the proposed change of auditor that should be brought to the attention of the Shareholders.

Subject to the approval of the Shareholders at the EGM, the Board has resolved to appoint Deloitte as the new auditor of the Group to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company.

### **EGM**

A notice convening the EGM to be held at Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 7 October 2016 at 11:00 am is set out on pages 5 and 6 of this circular. An ordinary resolution will be proposed at the EGM to approve, among other things, the proposed appointment of auditor.

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. If you are unable 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.

### **VOTING AT EGM**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the general meeting must be taken by poll. The Company will appoint scrutineers to conduct vote-taking procedures at the EGM. The results of the poll will be published on the Stock Exchange's website and the Company's website in accordance with Rule 13.39(5) of the Listing Rules. No Shareholder is required to abstain from voting at the EGM.

### **RECOMMENDATION**

The Board considers that the proposed resolution 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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### 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.

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

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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, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 7 October 2016 at 11:00 am for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

#### ORDINARY RESOLUTION

**“THAT:**

To appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor.”

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

Hong Kong, 15 September 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

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## NOTICE OF EGM

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*Notes:*

1. A member 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 behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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 member from attending in person and voting at the EGM or any adjournment thereof, should he so wish. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
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 Share 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.