
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 registered dealer in securities, 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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**(1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting 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, 10 June 2022 at 11:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, 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 annual 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 annual general meeting or any adjournment thereof should you so wish.

29 April 2022

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Taking into account of the recent development of the coronavirus disease 2019 (“COVID-19”), the Company will implement the following precautionary measures at the AGM to protect the Shareholders from the risk of infection:

- (1) Compulsory body temperature check will be conducted for every persons attending the AGM at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue;
- (2) Persons attending the AGM will be required to wear surgical facial masks on entry to and throughout the AGM; and
- (3) No refreshment will be served at the AGM.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government’s quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government’s prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of COVID-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing requirements or guidelines published by the Government and/or regulatory authorities at the time of the AGM. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Subject to the applicable law and regulations in Hong Kong in relation to social distancing, the Company may not be allowed to hold a physical general meeting in Hong Kong. The Company will make further announcement(s) if the Company is not allowed to hold a physical general meeting should there be any new social distancing measures imposed by the Government.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
General Mandate and Repurchase Mandate	4
Re-election of Retiring Directors	6
Election of Directors other than Retiring Directors	7
AGM	7
Responsibility Statement	8
Closure of Register of Members	8
Recommendation	8
Further Information	9
Appendix I – Explanatory Statement	10
Appendix II – Details of Retiring Directors Proposed to be Re-elected at the AGM	13
Notice of AGM	19

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened at Room 2203, 22/F., Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 10 June 2022 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company
“associate”	has the meaning ascribed to this term under the Listing Rules
“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
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting the general mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 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
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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

Mr. Ng Tin Shui

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-Executive Director:

Ms. Yip Man Yi

*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. Lo Tsun Yu

Mr. U Keng Tin

Mr. Leung Yiu Ming, David

29 April 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things; (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, the re-election of retiring Directors, and the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

GENERAL MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association or upon the exercise of rights of subscription or conversion under the terms of any securities or bonds convertible into Shares) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of granting the general mandate.

As at the Latest Practicable Date, the Company had an aggregate of 1,687,302,760 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 337,460,552 Shares.

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued Shares as at the date of granting the repurchase mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 168,730,276 Shares, representing 10% of the number of the issued Shares as at the Latest Practicable Date.

The General Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

According to article 84(1) of the Articles of Association and the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 of the Listing Rules, every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with article 84(1) of the Articles of Association and the CG Code, Mr. Wong Lik Ping, Mr. Qiao Weibing, Mr. Lai Ka Fai, Mr. Ho Hin Yip and Mr. U Keng Tin shall retire from office by rotation at the AGM. They, being eligible, have offered themselves for re-election as executive Directors or independent non-executive Directors at the AGM.

According to article 83(3) of the Articles of Association, all Directors appointed either to fill a casual vacancy or as an addition to the Board shall be subject to re-election by the Shareholders at the first general meeting after their appointment.

Mr. Lo Tsun Yu, who was appointed as independent non-executive Director on 17 March 2022, shall hold office only until the AGM in accordance with article 83(3) of the Articles of Association. Being eligible, Mr. Lo Tsun Yu will offer himself for re-election as independent non-executive Director.

According to code provision B.2.3 of the CG Code, if an independent non-executive Director serves more than nine years, such Director’s further appointment should be subject to a separate resolution to be approved by Shareholders. Among the retiring Directors, Mr. Ho Hin Yip has acted as an independent non-executive Director for more than nine years, and Mr. U Keng Tin will act as an independent non-executive Director for more than nine years as at the date of the forthcoming AGM. As such, separate resolutions will be proposed at the AGM for re-election of each of Mr. Ho Hin Yip and Mr. U Keng Tin as the independent non-executive Director in accordance with code provision B.2.3 of the CG Code.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Wong Lik Ping, Mr. Qiao Weibing and Mr. Lai Ka Fai as executive Directors, Mr. Ho Hin Yip, Mr. U Keng Tin and Mr. Lo Tsun Yu as independent non-executive Directors.

Particulars relating to each of Mr. Wong Lik Ping, Mr. Qiao Weibing, Mr. Lai Ka Fai, Mr. Ho Hin Yip, Mr. U Keng Tin and Mr. Lo Tsun Yu are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ELECTION OF DIRECTORS OTHER THAN RETIRING DIRECTORS

In accordance with Article 85 of the Articles of Association, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Shareholder (other than the person to be proposed) of the intention to propose that person for election as a Director and notice signed by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person who has not been recommended by the Directors to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the head office of the Company in Hong Kong at Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on or before 2 June 2022.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

AGM

A notice convening the AGM to be held at Room 2203, 22nd Floor, Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. is set out on pages 19 to 24 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the grant of the General Mandate and the Repurchase Mandate and the re-election of retiring Directors.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the AGM, 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 branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from 6 June 2022 to 9 June 2022 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the annual general meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by not later than 4:30 p.m. on 2 June 2022.

RECOMMENDATION

The Board considers the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of retiring Directors are 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 resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

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

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,687,302,760 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 168,730,276 fully paid Shares, representing 10% of the issued share capital of the Company.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and Articles of Association of the Company for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2021, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.180	0.123
May	0.198	0.135
June	0.175	0.135
July	0.155	0.135
August	0.148	0.114
September	0.149	0.092
October	0.130	0.094
November	0.120	0.100
December	0.180	0.094
2022		
January	0.159	0.111
February	0.160	0.140
March	0.155	0.095
April (up to the Latest Practicable Date)	0.145	0.103

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Repurchases Mandate. The Directors have no intention to exercise the Repurchase Mandate which may result in possible mandatory offer under the Takeovers Code. Moreover, the Company would not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Wong Lik Ping

Mr. Wong Lik Ping, aged 61, is the Chairman of the Group. He joined the Group in August 2012 and is responsible for overall leadership strategic planning, business development and Board issues of the Group. He was (i) an executive director and a vice-chairman of Shougang Fushan Resources Group Limited (stock code: 639) from March 2009 to December 2015 and (ii) an executive director and the chairman of Theme International Holdings Limited (stock code: 990) from November 2009 to January 2016, both companies listed on the Main Board of the Stock Exchange. He is a director and the sole shareholder of Worldkin Development Limited, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), Mr. Wong is a member of the National Committee of the Chinese People’s Political Consultative Conference. He has extensive experience in trading business, financial industry and investments in a wide range of businesses in the PRC. Save as disclosed above, Mr. Wong did not hold any directorship in any other listed companies in the last three years. Further, Mr. Wong does not have any relationship with other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Wong has no fixed term of service with the Company but will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wong is currently entitled to a remuneration of HK\$577,500 per month and a discretionary bonus, which are determined by reference to his level of responsibilities, remuneration policy of the Company and the prevailing market conditions. As at the Latest Practicable Date, Mr. Wong has personal interests of 46,600,000 Shares and corporate interests of 145,500,000 Shares through the holding of Worldkin Development Limited, representing approximately 11.39% in aggregate of the entire issued share capital of the Company. Save as disclosed above, Mr. Wong does not have, and is not deemed to have, any other interests or short positions in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Mr. Qiao Weibing

Mr. Qiao Weibing, aged 54, is an executive Director of the Company. He joined the Group in March 2016. He holds a bachelor degree from Shanxi University and a master degree in management engineering from China University of Mining and Technology. Mr. Qiao has over 20 years' working experience in the government regulatory authorities and financial institutions in the PRC. Mr. Qiao is currently the chief investment officer of the Company and the chairman and chief executive officer of Beijing Ever Grand International Finance Lease Co., Ltd., a subsidiary of the Company in the PRC. Save as disclosed above, Mr. Qiao did not hold any directorship in any other listed companies in the last three years. He does not have any relationship with other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Qiao has no fixed term of service with the Company but will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Qiao is currently entitled to a remuneration of HK\$50,000 per month and a discretionary bonus which is determined by the Board with reference to his position, his level of responsibilities, remuneration policy of the Company and the prevailing market conditions. Save as disclosed above, Mr. Qiao does not have, and is not deemed to have, any other interests or short positions in any Share, underlying Share or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Qiao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Mr. Lai Ka Fai

Mr. Lai Ka Fai, aged 52, is an executive Director and chief executive officer of the Company. He joined the Group in June 2010 and was appointed as an executive director and chief executive officer of the Company in January 2012 and November 2017 respectively. Mr. Lai is responsible for the corporate governance, administration and new business development projects of the Group. He holds a Bachelor degree in Laws from The Manchester Metropolitan University in the United Kingdom, a Postgraduate Certificate in Laws from The University of Hong Kong and a Master degree of Business Administration from the University of Leicester in the United Kingdom. He is a solicitor of the High Court of the Hong Kong Special Administrative Region and has over 20 years of experience in the legal field. He had been working in companies listed on the Stock Exchange as legal consultant and company secretary and to assist the chairman and managing director in group management, strategic planning and market development. He currently holds directorship of certain subsidiaries of the Group. Save as disclosed above, Mr. Lai has not been a director in any other listed companies in the last three years. Further, Mr. Lai does not have any relationship with other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Lai has no fixed term of service with the Company but will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lai is entitled to a remuneration of HK\$192,500 per month and a discretionary bonus which is determined by the Board with reference to his position, his level of responsibilities, remuneration policy of the Company and the prevailing market conditions. Save as disclosed above, Mr. Lai does not have, and is not deemed to have, any other interests or short positions in any Share, underlying Share or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Lai that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(4) Mr. Ho Hin Yip

Mr. Ho Hin Yip, aged 48, was appointed as an independent non-executive director of the Company in December 2012. He is presently the Financial Controller and Joint Company Secretary of a Singapore-listed China Shenshan Orchard Holdings Co. Ltd. (formerly known as Dukang Distillers Holdings Limited), where he is responsible for the finance and accounting functions, statutory compliance and corporate governance affairs. Mr. Ho has more than 22 years of financial and auditing experience. He is a fellow member of The Association of Chartered Certified Accountants and a practising member of the Hong Kong Institute of Certified Public Accountants. He also acts/has served as an independent non-executive director of each of Jiyi Household International Holdings Limited (stock code: 1495), Hope Life International Holdings Limited (stock code:1683) from August 2015 to February 2017 and from August 2018 to July 2019) and Xinhua News Media Holdings Limited (stock code: 309) (from December 2014 to 1 April 2020), all of which are companies listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Ho did not hold any directorship in any other listed companies in the last three years. He does not have any relationship with other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Ho has entered into a service contract with the Company pursuant to which his term of appointment shall continue until 21 December 2022 subject to retirement by rotation and reelection in accordance with the Articles of Association. Mr. Ho is currently entitled to an annual director's fee of HK\$180,000 which was determined by reference to his qualification, remuneration benchmark in the industry and the prevailing market conditions. Save as disclosed above, Mr. Ho does not have, and is not deemed to have, any other interests or short positions in any Share, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Mr. Ho has served as an independent non-executive Director of the Company for over nine years. The Board is of the view that Mr. Ho has thorough understanding of the Company's operations and business. Mr. Ho has actively and objectively contributed to advising the Board and the senior management, expressing objective views, and giving valuable independent guidance to the Company in his capacity as independent non-executive Director over the years. He is currently the chairman of the Audit and Remuneration Committees and a member of the Nomination Committee. Mr. Ho has been continuously demonstrating firm commitments to his role. Mr. Ho always places great importance on high standards of corporate governance. With his professional qualification as a certified public accountant of Hong Kong and his experience as independent non-executive directors in other listed companies in Hong Kong, Mr. Ho is able to provide valuable and useful advices and guidance to the Company in areas such as accounting standards and issues and financial due diligence. Mr. Ho has never been engaged in any executive management of the Group and did not participate in the management of the Group. The Board has received from Mr. Ho a confirmation of independence according to Rule 3.13 of the Listing Rules. The Board, with the recommendation of the Nomination Committee, considers Mr. Ho satisfies the independence criteria under Rule 3.13 of the Listing Rules. Taking into consideration of the above and the independent natures of Mr. Ho's role and duties in the past years, the Board, considers that the long service of Mr. Ho would not diminish his independence and affect his exercise of independent judgment and his continuous tenure brings considerable benefits and stability to the management and operation of the Group, and therefore considers Mr. Ho to be independent and recommends Mr. Ho to be re-elected.

There is no information relating to Mr. Ho that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(5) Mr. U Keng Tin

Mr. U Keng Tin, aged 71, was appointed as an independent non-executive director of the Company in May 2013. He holds the Bachelor's degree of Arts from York University, Canada and Master's degree of Arts in International Economics from University of San Francisco, USA. He is presently a director of an estate management company, Full Fill Services Co., Limited. He has also acted as a non-executive director of Noble Engineering Group Holdings Limited (stock code: 8445) from September 2020 to June 2021. Mr. U has over 30 years of experience in the securities industry. Save as disclosed above, Mr. U has not been a director in any other listed companies in the last three years. Mr. U does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. U has entered into a service contract with the Company pursuant to which his term of appointment shall continue until 10 May 2023 subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. U is currently entitled to an annual director's fee of HK\$180,000 which was determined by reference to his qualification, remuneration benchmark in the industry and the prevailing market conditions. Save as disclosed above, Mr. U does not have, and is not deemed to have, any other interests or short positions in any Share, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Mr. U will serve as an independent non-executive Director of the Company for over nine years as at the date of the forthcoming AGM. He is currently a member of the Audit Committee of the Company. The Board is of the view that the contributions of Mr. U to the development of the Company's strategies and policies through his independent and constructive advices are substantial. With Mr. U's over 30 years of experience in securities industry, the Group benefits from his skills, financial management expertise as well as from his regular attendance, active participation and professional advices at meetings. Mr. U has never been engaged in any executive management of the Group and did not participate in the management of the Group. The Board has received from Mr. U a confirmation of independence according to Rule 3.13 of the Listing Rules. The Board, with the recommendation of the Nomination Committee, considers Mr. U satisfies the independence criteria under Rule 3.13 of the Listing Rules. Taking into consideration of the above and the independent natures of Mr. U's role and duties in the past years, the Board considers that the long service of Mr. U would not diminish his independence and affect his exercise of independent judgment and his continuous tenure brings considerable benefits and stability to the management and operation of the Group, and therefore considers Mr. U to be independent and recommends Mr. U to be re-elected.

There is no information relating to Mr. U that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board considers that Mr. U is independent as he has satisfied with the requirements for independence as set out in Rule 3.13 of the Listing Rules, and he will bring valuable contributions to the Board with his experience and professional qualifications.

(6) Mr. Lo Tsun Yu

Mr. Lo Tsun Yu, aged 37, has been appointed as an independent non-executive director of the Company on 17 March 2022. Mr. Lo obtained his Bachelor of Arts degree in Economics from the University of Toronto in 2007 and subsequently a Juris Doctor degree from the Chinese University of Hong Kong in 2011. Mr. Lo is currently a practising solicitor at Messrs. P. C. Woo & Co., a firm of solicitors and notaries in Hong Kong. Mr. Lo specializes in corporate finance work including initial public offerings, mergers and acquisitions and regulatory compliance. Mr. Lo was admitted as a solicitor in Hong Kong in August 2014. Save as disclosed above, Mr. Lo has not been a director in any other listed companies in the last three years. Further, Mr. Lo does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Lo has entered into a service contract with the Company pursuant to which his term of appointment shall continue until 16 March 2023 subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lo is currently entitled to an annual director's fee of HK\$180,000 which was determined by reference to his qualification, remuneration benchmark in the industry and the prevailing market conditions. Save as disclosed above, Mr. Lo does not have, and is not deemed to have, any other interests or short positions in any Share, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Lo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board considers that Mr. Lo is independent as he has satisfied with the requirements for independence as set out in Rule 3.13 of the Listing Rules, and he will bring valuable contributions to the Board with his experience and professional qualifications.

NOTICE OF AGM



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) 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, 10 June 2022 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Wong Lik Ping as an executive director;
 - (b) To re-elect Mr. Qiao Weibing as an executive director;
 - (c) To re-elect Mr. Lai Ka Fai as an executive director;
 - (d) To re-elect Mr. Ho Hin Yip as an independent non-executive director;
 - (e) To re-elect Mr. U Keng Tin as an independent non-executive director;
 - (f) To re-elect Mr. Lo Tsun Yu as an independent non-executive director; and
 - (g) To authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF AGM

4. To, as special business, consider and, if thought fit, passing the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

NOTICE OF AGM

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of the resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Act**”) or any other applicable law of Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF AGM

5. To, as special business, consider and, if thought fit, passing the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Act or any other applicable law of Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF AGM

6. “**THAT** the directors of the Company be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

Yours faithfully,

For and on behalf of the Board of

China Ever Grand Financial Leasing Group Co., Ltd.

Wong Lik Ping

Chairman

Hong Kong, 29 April 2022

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. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.
3. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF AGM

5. In order to determine the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from 6 June 2022 to 9 June 2022 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the annual general meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by not later than 4:30 p.m. on 2 June 2022.
6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled.