
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 Financial Leasing Group Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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CHINA FINANCIAL LEASING GROUP LIMITED

中國金融租賃集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2312)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Soho 1, 6/F., IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 12 April 2024 at 11:00 a.m. (the “AGM”), at which, among other things, the above proposals will be considered, is set out on pages AGM-1 to AGM-4 of this circular.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s share registrar in Hong Kong, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Wednesday, 10 April 2024 (Hong Kong time)) before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

* *For identification purpose only*

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RESPONSIBILITY STATEMENT

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

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Soho 1, 6/F., IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 12 April 2024 at 11:00 a.m.
“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“Companies Act”	The Companies Act, Cap 22 (as consolidated and revised from time to time) of the Cayman Islands
“Company”	China Financial Leasing Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	11 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)” or “Member(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 and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



CHINA FINANCIAL LEASING GROUP LIMITED

中國金融租賃集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2312)

Executive Directors:

Mr. LUI Cheuk Hang Henri

Mr. CHIU Tak Wai

Independent non-executive Directors:

Mr. HUI Yat On

Mr. CHAN Pak Lam, Tom

Dr. LAU Kin Shing, Charles

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

George Town

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

11/F., Wui Tat Centre

55 Connaught Road West

Hong Kong

18 March 2024

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM, among other matters, (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the extension of the Issue Mandate; and (iv) re-election of Directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 14 April 2023, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution; (ii) a general unconditional mandate to repurchase Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution; and (iii) to extend the general mandate mentioned in (i) above by an amount representing the aggregate nominal amount of the securities of the Company repurchased by the Company pursuant to the mandate to repurchase securities referred to (ii) above. The unused mandates will be lapsed at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution.

Other ordinary resolutions will also be proposed to (i) give the Directors then Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution; and (ii) extend the Issue Mandate by the aggregate nominal amount of the Shares repurchased by the Company according to the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) at the end of the period within which the Company is required by the Cayman Islands law or the Articles to hold its next annual general meeting; or (iii) which revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

As at the Latest Practicable Date, there are 346,897,482 Shares in issue, assuming no further Shares to be issued or repurchased before the AGM, the number of Shares to be sought under the Issue Mandate shall be 69,379,496 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Directors of the Company are Mr. Lui Cheuk Hang Henri, Mr. Chiu Tak Wai as executive Directors, and Mr. Hui Yat On, Mr. Chan Pak Lam, Tom and Dr. Lau Kin Shing, Charles as independent non-executive Directors.

Pursuant to Article 88(1) of the Articles, Mr. Hui Yat On will retire by rotation and, being eligible, offer himself for re-election at the AGM.

Mr. Chiu Tak Wai was appointed after the annual general meeting of the Company held on 14 April 2023. He is subject to re-election at the AGM pursuant to Article 87(3) of the Articles and, being eligible, offers himself for re-election at the AGM.

Dr. Lau Kin Shing, Charles was appointed after the annual general meeting of the Company held on 14 April 2023. He is subject to re-election at the AGM pursuant to Article 87(3) of the Articles and, being eligible, offers himself for re-election at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in the Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-4 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Wednesday, 10 April 2024 (Hong Kong time)) before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of AGM will be voted by poll.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 9 April, 2024 to 12 April 2024, both days inclusive, in order to determine the entitlement to attend the AGM. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 8 April, 2024.

RECOMMENDATION

The Board considers that the ordinary resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of Directors to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
CHINA FINANCIAL LEASING GROUP LIMITED
Lui Cheuk Hang Henri
Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 346,897,482 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 34,689,748 Shares, representing 10% of the Shares in issue as at the date of passing the relevant resolution (i.e. the date of the AGM).

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles, the laws of the Cayman Islands and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2023 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
March	0.360	0.310
April	0.290	0.280
May	0.280	0.215
June	0.300	0.215
July	0.240	0.190
August	0.198	0.190
September	0.198	0.163
October	0.194	0.130
November	0.179	0.140
December	0.178	0.144
2024		
January	0.179	0.130
February	0.149	0.117
March (up to and including the Latest Practicable Date)	0.119	0.112

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares under the Repurchase Mandate if the same is approved by the Shareholders.

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

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholder had interests representing 5% or more of the Shares in issue of the Company:

Name of shareholder	Type of interests	Number of ordinary Shares held	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. Lam Shu Chung ("Mr. Lam")	Beneficial owner	95,706,441	27.59%	30.65%
Ms. Choi Hing Lin Lori ("Ms. Choi") <i>(Note 1)</i>	Interest of spouse	95,706,441	27.59%	30.65%
Like Capital Limited <i>(Note 2)</i>	Beneficial owner	25,556,574	7.37%	8.19%
Ethnocentric Investment Limited <i>(Note 2)</i>	Interest in a controlled corporation	25,556,574	7.37%	8.19%
Capital VC Limited <i>(Note 2)</i>	Interest in a controlled corporation	25,556,574	7.37%	8.19%

Note:

1. Ms. Choi is the spouse of Mr. Lam. Accordingly, Ms. Choi is deemed or taken to be interested in all the shares in which Mr. Lam is interested in for the purpose of the SFO.
2. Like Capital Limited is a private company directly wholly owned by Ethnocentric Investment Limited. Ethnocentric Investment Limited is a private company directly wholly owned by Capital VC Limited, which is a company listed on the Stock Exchange (stock code: 2324).

On the basis of the current shareholding structure of the Company, an exercise of the Repurchase Mandate in full will result in Mr Lam Shu Chung holding 30.65% of the share capital, and such increase would give rise to an obligation by Mr Lam to make a mandatory offer under Rule 26 of the Takeovers Codes.

The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Company has no present intention to repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following sets out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 87(3) and 88(1) of the Articles.

Mr. Chiu Tak Wai, aged 54, Executive Director

Mr. Chiu Tak Wai (“**Mr. Chiu**”) was appointed as executive Director on 11 September 2023. He is currently the Chief Financial Officer of the Company. He obtained his Bachelor of Social Sciences from University of Hong Kong in 1993. Mr. Chiu is also a charter holder of Chartered Financial Analyst since 2001. Mr. Chiu has over 29 years of experiences in the securities and financial industry, serving various roles as dealer, responsible officer in brokerage house and asset management firms.

Mr. Chiu has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Chiu is subject to retirement at the AGM and being eligible offer himself for re-appointment. Thereafter, Mr. Chiu is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Chiu is HK\$480,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, Mr. Chiu does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Mr. Chiu does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

Dr. Lau Kin Shing, Charles, aged 68, Independent non-executive Director

Dr. Lau Kin Shing, Charles (“**Dr. Lau**”) was appointed as independent non-executive Director of the Company on 11 September 2023. He is a professional accountant by training, holds a Doctorate degree in Business Administration from the Newcastle University of Australia, Master degree in Information System Management from the National University of Ireland, and a Bachelor degree in Accounting from the Curtin University of Technology, Australia. Dr. Lau is a Chartered Accountant (New Zealand), and also a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia.

Dr. Lau possesses about 30-year executive experiences in corporate control, financial management, risk management and internal control gained from international listed companies. He had held key corporate executive position in various conglomerates, including vice president of China Resources Beer (Holdings) Company Limited (formerly known as China Resources Enterprise Limited), deputy head of internal audit for Hutchison Whampoa Limited, and chief financial officer and company secretary of Miramar Hotel and Investment Company Limited. Dr. Lau was also the chief financial officer of the Group, company secretary and authorised representative of Sitoy Group Holdings Ltd.

Dr. Lau has been the independent non-executive director of KOS International Holdings Limited (stock code: 8042) since 1 February 2021, a company whose shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Zibuyu Group Ltd (stock code: 2420) since 13 October 2022, a company whose shares are listed on main board of Stock Exchange. He is also an independent director of Lingyi Itech (Guangdong) Company Limited (stock code: 002600.SZ), since June 2021, a company whose shares are listed on the Shenzhen Stock Exchange, as well as a non-executive director of Sitoy Group Holdings Ltd (stock code: 1023) since 1 August 2021, a company whose shares are listed on main board of Stock Exchange.

Dr. Lau has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Dr. Lau is subject to retirement at the AGM and being eligible offer himself for re-appointment. Thereafter, Dr. Lau is subject to retirement by rotation at least once in every three years. The remuneration of Dr. Lau is HK\$120,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Dr. Lau does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies. Dr. Lau does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Hui Yat On, aged 64, Independent non-executive Director

Mr. Hui Yat On (“**Mr. Hui**”), was appointed as independent non-executive Director on 10 June 2021. Mr. Hui graduated from the Chinese University of Hong Kong with a bachelor's degree in business administration in December 1982. In November 2004, Mr. Hui obtained a master's degree in professional accounting from Hong Kong Polytechnic University. Mr. Hui has become a member of the Hong Kong Institute of Certified Public Accountants since December 1986. Mr. Hui is a member of the Hong Kong Chiu Chow Chamber of Commerce. Mr. Hui is currently the independent non-executive director of ArtGo Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 3313) since 8 June 2016 and was the independent non-executive director of Enterprise Development Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1808) from 11 January 2021 to 20 September 2021, respectively. Mr. Hui is currently a senior executive of a company listed on the GEM of the Stock Exchange. He has previously served as the executive director and senior executive of several Hong Kong listed companies. Mr. Hui has three decades of experiences in the field of corporate finance and financial services.

Mr. Hui has entered into an appointment letter with the Company with no specific term for appointment. In accordance with the Articles, Mr. Hui is subject to retirement at the AGM and being eligible offer himself for re-appointment. Thereafter, Mr. Hui is subject to retirement by rotation at least once in every three years. The remuneration of Mr. Hui is HK\$120,000 per annum which is determined by the Board with reference to his respective qualifications and experiences, his respective duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Save as disclosed above, Mr. Hui does not hold any other positions with the Company or its subsidiaries, nor has he held any directorships in other listed public companies. Mr. Hui does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



CHINA FINANCIAL LEASING GROUP LIMITED

中國金融租賃集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2312)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**AGM**”) of China Financial Leasing Group Limited (the “**Company**”) will be held at Soho 1, 6/F., IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong at 11:00 a.m. on 12 April 2024 for the purpose of considering and, if though fit, passing the following resolutions as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 18 March 2024 (the “**Circular**”):

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditor of the Company and its subsidiaries for the year ended 31 December 2023.
2. To re-elect the directors (the “**Directors**”) of the Company and to authorise the board (the “**Board**”) of Directors to fix their remuneration.
3. To re-appoint RSM Hong Kong as auditor and to authorise the Board to fix its remuneration.

and, as special business, to consider and, if thought fit, to pass with or without amendments the resolutions numbered 4, 5 and 6 set out below as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (i) subject to paragraph (iii) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall authorise the Directors 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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(iii) 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 pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) the exercise of subscription rights under any share option scheme of the Company; or (c) any allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles**”) of the Company in force from time to time; or (d) any issue of Shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities of the Company which are convertible into Shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (c) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of such Shares (subject to such exclusion or other arrangements as the Directors 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 any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (iii) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company; or
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of Cayman Islands to be held; or
 - (c) the date on which such mandate is revoked or varied by an ordinary resolution of the holders of Shares in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.”

Yours faithfully
By order of the Board
CHINA FINANCIAL LEASING GROUP LIMITED
Lui Cheuk Hang Henri
Executive Director

Hong Kong, 18 March 2024

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

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

Head office and principal place of business

in Hong Kong:
11/F., Wui Tat Centre
55 Connaught Road West
Hong Kong

As at the date of this notice, the Board comprises Mr. Lui Cheuk Hang Henri, Mr. Chiu Tak Wai as executive Directors, Mr. Hui Yat On, Mr. Chan Pak Lam, Tom and Dr. Lau Kin Shing, Charles as independent non-executive Directors.

Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint a proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A member holding two or more shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the AGM is enclosed. 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 certified copy of that power or authority, at the office of the Company's branch share registrar (the "**Share Registrar**"), Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong at least 48 hours before the time appointed for the holding of the AGM (i.e. at 11:00 a.m. on Wednesday, 10 April 2024) or any adjournment thereof.
3. For the details of the Directors proposed to be re-elected at the meeting, please refer to the circular of the Company dated 18 March 2024.
4. The register of members of the Company will be closed from Tuesday, 9 April 2024 to Friday, 12 April 2024, both days inclusive, in order to determine the entitlement to attend the annual general meeting. In order to qualify for attending and voting at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 8 April 2024.
5. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. If Typhoon Signal No. 8 or above, or extreme conditions caused by super typhoons or a "black" rainstorm warning is in effect in Hong Kong any time after 6:30 a.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.cflg.com.hk>) to notify Shareholders of the date, time and place of the rescheduled meeting.
7. Any voting at the AGM shall be taken by poll.
8. As at the date of this notice, the board of Directors of the Company comprises Mr. Lui Cheuk Hang Henri, Mr. Chiu Tak Wai as executive Directors, and Mr. Hui Yat On, Mr. Chan Pak Lam, Tom and Dr. Lau Kin Shing, Charles as independent non-executive Directors.