
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 Tuesday, 21 May 2024 at 11:00 a.m. is set out on pages 17 to 22 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 17/F., Far East Finance Centre, 16 Harcourt Road, 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.

18 April 2024

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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 Tuesday, 21 May 2024 at 11:00 a.m.
“Articles of Association”	the Second Amended and Restated 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
“Director(s)”	the director(s) 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”	12 April 2024, 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. Siu Wai Bun

Mr. Tao Ke

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. Ng Kwok Sang

Mr. Wu Kai Tang

Mr. Leung Yiu Ming, David

18 April 2024

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 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.

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.

LETTER FROM THE BOARD

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.

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.

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 C1 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 and Mr. Ho Hin Yip shall retire from office by rotation at the AGM. Being eligible, offer themselves for re-election as executive Director and independent non-executive Director respectively.

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.

LETTER FROM THE BOARD

Mr. Siu Wai Bun who was appointed as executive Director on 31 July 2023 and Mr. Wu Kai Tang and Mr. Ng Kwok Sang who were appointed as independent non-executive Directors on 31 August 2023 and 3 April 2024 respectively shall hold office only until the AGM in accordance with article 83(3) of the Articles of Association. Being eligible, Mr. Siu Wai Bun, Mr. Wu Kai Tang and Mr. Ng Kwok Sang will offer themselves for re-election as executive Director and independent non-executive Directors respectively.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Wong Lik Ping and Mr. Siu Wai Bun as executive Directors and Mr. Ho Hin Yip, Mr. Wu Kai Tang and Mr. Ng Kwok Sang as independent non-executive Directors.

Particulars relating to each of Messrs. Wong Lik Ping, Siu Wai Bun, Ho Hin Yip, Wu Kai Tang and Ng Kwok Sang are set out in Appendix II to this circular.

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, 22/F., Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on or before 7 May 2024.

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.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Room 2203, 22/F., Kwan Chart Tower, 6 Tonnochy Road, Wanchai, Hong Kong on Tuesday, 21 May 2024 at 11:00 a.m. is set out on pages 17 to 22 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.

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 17/F., Far East Finance Centre, 16 Harcourt Road, 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 16 May 2024 to 21 May 2024 (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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration by not later than 4:30 p.m. on 14 May 2024.

LETTER FROM THE BOARD

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.

FURTHER INFORMATION

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

Yours faithfully,

By order of the Board

China Ever Grand Financial Leasing Group Co., Ltd.

Wong Lik Ping

Chairman and Executive Director

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 2023, 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>
2023		
April	0.122	0.085
May	0.099	0.079
June	0.100	0.079
July	0.093	0.073
August	0.102	0.074
September	0.085	0.064
October	0.079	0.063
November	0.079	0.057
December	0.088	0.052
2024		
January	0.084	0.048
February	0.083	0.039
March	0.051	0.037
April (up to the Latest Practicable Date)	0.040	0.035

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 63, 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. Siu Wai Bun

Mr. Siu Wai Bun, aged 40, was appointed as an executive Director on 31 July 2023. Mr. Siu has over 15 years' experience in accounts and finance. Prior to joining the Company, he was the chief financial controller and company secretary of Beijing Sports and Entertainment Industry Group Limited (Stock Code:1803) since April 2022 and resigned from the positions on 27 July 2023. Between October 2016 to April 2022, he first joined the Company as the financial controller. In November 2017, he was additionally appointed as a joint company secretary of the Company. Mr. Siu also gained experience from working at various finance and accounting departments at other listed companies in Hong Kong. Mr. Siu also has over 6 years of accounting and auditing experience gained from different international accounting firms. Mr. Siu holds a Bachelor of Arts degree in Accountancy from the Hong Kong Polytechnic University and a Bachelor of Law degree from the University of London (External Programme) through distance learning. He is a member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Hong Kong Chartered Governance Institute (formerly known as Hong Kong Institute of Chartered Secretaries).

Mr. Siu has entered into an employment agreement with the Company without a fixed term of service but subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Siu is entitled to a remuneration of HK\$150,000 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. Siu does not have and is not deemed to have, any other interests or short positions in any Shares, underlying Share or debentures of the Company within the meaning of Part XV of the SFO.

There is no information relating to Mr. Siu 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. Ho Hin Yip

Mr. Ho Hin Yip, aged 50, was appointed as an independent non-executive Director in December 2012. He is presently the Financial Controller and Joint Company Secretary of a Singapore-listed China Shenshan Orchard Holdings Co. Ltd., 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 served as an independent non-executive director of each of Jiye Holdings Limited (stock code: 1495) from 6 Oct 2015 to 29 December 2023, 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 2024 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 for over nine years, will retire from office and be eligible for re-election at the forthcoming AGM. Mr. Ho has always contributed objectively in 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. Due to his accountant background and experience, 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 and etc. Mr. Ho has never been engaged in any executive management of the Group. The Board has received from Mr. Ho a confirmation of independence according to 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, with the recommendation of the Nomination Committee of the Company, 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.

(4) Mr. Wu Kai Tang

Mr. Wu Kai Tang, aged 38, was appointed as an independent non-executive Director on 31 August 2023. He is currently a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Wu obtained his Bachelor of Arts degree in Accountancy from the Hong Kong Polytechnic University in 2007. Mr. Wu is currently the sole proprietor at Messrs. Wu Kai Tang Certified Public Accountant (Practising), a firm of certified public accountants and established by Mr. Wu on 1 March 2015 in Hong Kong. Mr. Wu currently also acts as an independent non-executive director of Trendzon Holdings Group Limited (Stock Code: 1865). Mr. Wu has over 15 years' experience in accounts and finance. Prior to establishing Messrs. Wu Kai Tang Certified Public Accountant (Practising), Mr. Wu gained experience from working at various finance and accounting departments at companies in Hong Kong, including listed companies. Mr. Wu also has over 6 years of accounting and auditing experience gained from international accounting firms.

Mr. Wu has entered into a service contract with the Company pursuant to which his term of appointment shall continue until 30 August 2024 subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wu 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. Wu 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.

Save as disclosed above, Mr. Wu did not hold any directorship in any other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

(5) Mr. Ng Kwok Sang

Mr. Ng Kwok Sang, aged 42, was appointed as an independent non-executive Director on 3 April 2024. He is also a member of the Audit Committee of the Company. Mr. Ng obtained his Master of Laws and Master of Science in Professional Accountancy from the University of London. Mr. Ng was admitted as solicitor in Hong Kong in 2007 and is currently a partner of a local law firm. Mr. Ng has over 15 years' experience in the legal sector. He is experienced in advising listed companies in respect of acquisition of assets, investments, fund raising, regulatory compliance and other commercial matters.

Mr. Ng has entered into a service contract with the Company pursuant to which his term of appointment shall continue until 2 April 2025 subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Ng 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. Ng 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.

Save as disclosed above, Mr. Ng did not hold any directorship in any other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

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 Tuesday, 21 May 2024 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 2023.
2.
 - (a) To re-elect Mr. Wong Lik Ping as an executive director;
 - (b) To re-elect Mr. Siu Wai Bun as an executive director;
 - (c) To re-elect Mr. Ho Hin Yip as an independent non-executive director;
 - (d) To re-elect Mr. Wu Kai Tang as an independent non-executive director;
 - (e) To re-elect Mr. Ng Kwok Sang as an independent non-executive director; and
 - (f) To authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint Messrs. Zhonghui Anda CPA 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, issued and otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued and otherwise dealt with (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) 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 (iii) 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

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(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).”

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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.”

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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,

By order of the board of directors

China Ever Grand Financial Leasing Group Co., Ltd.

Wong Lik Ping

Chairman and Executive Director

Hong Kong, 18 April 2024

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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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 17/F., Far East Finance Centre, 16 Harcourt Road, 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.
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 16 May 2024 to 21 May 2024 (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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration by not later than 4:30 p.m. on 14 May 2024.
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.