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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)

**(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 19 SEPTEMBER 2022;
(II) SHARE CONSOLIDATION BECOMING EFFECTIVE ON
21 SEPTEMBER 2022; AND
(III) COMMENCEMENT OF DEALINGS
IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS ON
22 SEPTEMBER 2022**

(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that all resolutions were duly passed by way of poll at the EGM held on Monday, 19 September 2022.

(II) SHARE CONSOLIDATION BECOMING EFFECTIVE ON 21 SEPTEMBER 2022

Subject to the Listing Committee granting the listing of and permission to deal in the Consolidated Shares, the Share Consolidation will become effective on Wednesday, 21 September 2022.

(III) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis relating to the Rights Issue will be Wednesday, 21 September 2022 and the Consolidated Shares will be dealt with on an ex-rights basis relating to the Rights Issue from Thursday, 22 September 2022.

* For identification purposes only

Reference is made to the circular of China Financial Leasing Group Limited (the “**Company**”) dated 24 August 2022 (the “**Circular**”) in relation to, among others, the Share Consolidation and the Rights Issue and the proposed ordinary resolutions set out in the notice of extraordinary general meeting (“**EGM**”) of the Company dated 24 August 2022 (the “**Notice**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that each of the proposed resolutions (the “**Resolutions**”) as set out in the Notice was duly passed by way of poll by the Shareholders and/or the Independent Shareholders (as the case maybe) at the EGM held on Monday, 19 September 2022.

As at the date of the EGM, the total number of issued Shares of the Company was 231,264,988 Existing Shares.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders or their respective associates had any interest in the Share Consolidation, therefore no Shareholder was required to abstain from voting in favour of the resolution relating to the Share Consolidation (i.e. Resolution No. 1) at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against Resolution No. 1 at the EGM was 231,264,988 Existing Shares, representing the entire issued share capital of the Company as at the date of the EGM.

As the Rights Issue will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to approval by the Independent Shareholders at the EGM by poll in accordance with the requirements of Rule 7.19A of the Listing Rules and any controlling shareholder and their respective associates or where there is no controlling shareholder, the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue under Rule 7.27A of the Listing Rules.

As at the date of the EGM, the Company did not have any controlling shareholder and none of the Directors and the chief executive of the Company and their respective associates held any Existing Shares. Accordingly, no Shareholder was required to abstain from voting in favour of the resolution approving the Rights Issue (i.e. Resolution No. 2) at the EGM. As such, there were a total of 231,264,988 Existing Shares entitling the Shareholders to attend and vote for or against the Resolution No. 2 at the EGM.

All the Directors attended the EGM.

Tricor Tengis Limited, the Hong Kong branch share registrar and transfer office of the Company, acted as scrutineer for the purpose of vote taking at the EGM.

Details of the poll results in respect of the Resolutions put to vote at the EGM were as follows:

ORDINARY RESOLUTIONS		Number of votes cast (Approximate percentage (%))	
		FOR	AGAINST
1.	To approve the Share Consolidation*	36,872,018 (99.99%)	150 (0.01%)
2.	To approve the Rights Issue*	36,864,168 (99.98%)	8,000 (0.02%)

* *The full texts of the Resolutions are set out in the Notice.*

As more than 50% of the votes were cast in favour of each of the Resolutions, each of the Resolutions was duly passed at the EGM.

(II) SHARE CONSOLIDATION BECOMING EFFECTIVE

Subject to the Listing Committee granting the listing of and permission to deal in the Consolidated Shares, the Share Consolidation will become effective on Wednesday, 21 September 2022. Please refer to the Circular for further details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from grey to purple. Certificates for the Existing Shares will cease to be marketable and will not be acceptable for delivery, trading and settlement purpose(s) after 4:10 p.m. on Wednesday, 26 October 2022. Dealings in the Consolidated Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 21 September 2022.

(III) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis relating to the Rights Issue will be Wednesday, 21 September 2022 and the Consolidated Shares will be dealt with on an ex-rights basis relating to the Rights Issue from Thursday, 22 September 2022.

(IV) DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Rights Issue in accordance with the expected timetable in the Circular. It is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders, and the Prospectus only will be despatched to the Excluded Shareholders (if any, for their information only), on Monday, 3 October 2022. Qualifying Shareholders are reminded that according to the expected timetable in the Circular, the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Tuesday, 18 October 2022.

(V) WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL PAID RIGHTS

Shareholders and potential investors of the Company should note that the Underwriting Agreement contains provisions granting the Underwriter the right in its absolute discretion to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. Such events are set out in the section headed “Termination of the Underwriting Agreement” of the Circular. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

The Shares will be dealt in on an ex-rights basis from Thursday, 22 September 2022. Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 6 October 2022 to Thursday, 13 October 2022 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Thursday, 6 October 2022 to Thursday, 13 October 2022 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

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

Hong Kong, 19 September 2022

As at the date of this announcement, the Board comprises Mr. Lui Cheuk Hang Henri as executive Director, Mr. Lam Wai Tsin, Mr. Hui Yat On and Mr. Chan Pak Lam, Tom as independent non-executive Directors.