



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)

3 October 2022

**RIGHTS ISSUE ON THE BASIS OF TWO (2) RIGHTS SHARES FOR
EVERY ONE (1) CONSOLIDATED SHARE
HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE
OF HK\$0.38 PER RIGHTS SHARE PAYABLE IN FULL ON
ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON
TUESDAY, 18 OCTOBER 2022**

FORM OF APPLICATION FOR EXCESS RIGHTS SHARES

Name(s) and address of the Qualifying Shareholder(s)

Application can only be made by the
Qualifying Shareholder(s) named herein.

Total number of excess Rights Share(s) applied

Box A

Total subscription monies paid for the excess
Rights Shares in HK\$

Box B

To: The Directors
China Financial Leasing Group Limited

Excess Application Form No.

Dear Sir/Madam,

I/We, being the Qualifying Shareholder(s) named above, hereby irrevocably apply for the number of excess Rights Share(s) specified in Box A at the Subscription Price of HK\$0.38 per Rights Share under the Rights Issue in respect of which I/we enclose a separate remittance (normal rounding to the nearest cent) in favour of "CHINA FINANCIAL LEASING GROUP LIMITED — EXCESS APPLICATION ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" issued for HK\$ (write the full amount in Box B) being payment in full on application for the aforementioned number of excess Rights Share(s).

I/we hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificate(s) for the number of additional Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application money refundable to me/us. I/We understand the Board will allocate the excess Rights Shares to the Qualifying Shareholders who have applied for excess application at its discretion, but on a pro-rata basis in proportion to the number of excess Rights Shares being applied for under each application. In determining the number of excess Rights Shares to be allocated to a Qualifying Shareholder, no reference will be made to the number of Rights Shares subscribed by that Qualifying Shareholder through applications by PAL or the existing number of Shares held by such Qualifying Shareholder. No preference will be given to topping up odd lots to whole board lots. I/we acknowledge that I am/we are not guaranteed to be allotted any of the excess Rights Shares applied for.

I/We, hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus Documents and subject to the memorandum and articles of association of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such excess Rights Shares.

1. 2. 3. 4.

Signature(s) of applicant(s) (all joint applicants must sign)

Name of bank on which cheque/
cashier's order is drawn: _____

Cheque/cashier's
order number: _____

Date: _____

Contact Tel No: _____

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

* For identification purpose only

IMPORTANT

Reference is made to the prospectus issued by China Financial Leasing Group Limited (the “Company”) dated 3 October 2022 in relation to the Rights Issue (“Prospectus”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context otherwise requires.

THIS FORM OF APPLICATION FOR EXCESS RIGHTS SHARES (“EAF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS ONLY FOR THE USE BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR THE EXCESS RIGHTS SHARES IN ADDITION TO THOSE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM. THIS EAF REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS EAF AND THE ACCOMPANYING PAL EXPIRES AT 4:00 P.M. ON TUESDAY, 18 OCTOBER 2022 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES” BELOW).

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EAF, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

A copy of each of the Prospectus Documents and other documents specified in the paragraph headed “DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this EAF.

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid form may be settled through CCASS operated by HKSCC and you should consult your stockbroker, licensed dealer in securities, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Rights Issue is conditional, among other things, upon the Underwriting Agreement becoming unconditional and not being terminated. If the Rights Issue does not become unconditional, the Rights Issue will not proceed. The Rights Issue is fully underwritten by the Underwriter. Details of the underwriting arrangement are set out in the paragraph headed “Underwriting Arrangement” in the Prospectus.

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 Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

The Shares have been dealt with on an ex-rights basis from Thursday, 22 September 2022. Dealings in the Rights Shares in their nil-paid form will take place from Thursday, 6 October 2022 to Thursday, 13 October 2022 (both days inclusive).

Accordingly, any persons contemplating dealings in the Shares up to the date when the conditions of the Rights Issue are fulfilled and any dealings in the nil-paid Rights Shares from Thursday, 6 October 2022 to Thursday, 13 October 2022 (both days inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers and exercise caution.

This EAF and all applicants pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

PROCEDURES FOR APPLICATION

This EAF should be completed, signed and lodged, together with payment as to HK\$0.38 per Rights Share for the number of excess Rights Shares applied for, with the Registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, so as to be received by not later than 4:00 p.m. on Tuesday, 18 October 2022 (or such later date and/or time as mentioned in the paragraph headed “Effect of bad weather and/or extreme conditions on the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares” below). All remittances (normal rounding to the nearest cent) must be made in Hong Kong dollars and must be forwarded either by cheque drawn on an account with, or by a cashier’s order issued by, a licensed bank in Hong Kong. All such cheques or cashier’s orders must be made payable to “**CHINA FINANCIAL LEASING GROUP LIMITED — EXCESS APPLICATION ACCOUNT**” and crossed “**ACCOUNT PAYEE ONLY**”. All enquiries in connection with this EAF should be addressed to the Registrar at the above address. It should be noted that the lodging of this EAF does not assure you of being allocated any Rights Shares in excess of those of your provisional allotments.

All cheques and cashier’s orders will be presented for payment immediately following receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Completion and return of the EAF with a cheque or a cashier’s order in the payment of the excess Rights Shares, by the Qualifying Shareholder, will constitute a warranty by such person that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any EAF in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation, and in that event this EAF and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the excess Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any EAF and/or relevant remittance received.

You will be notified by the Company of the allocation result of the excess application for Rights Shares on Wednesday, 26 October 2022. If no excess Rights Shares are allotted to you, the amount tendered on application is expected to be returned by refund cheque to you in full without interest by ordinary post by the Registrar at your own risk on Thursday, 27 October 2022. If the number of excess Rights Shares allotted to you is fewer than that applied for, the surplus application monies without interest are also expected to be returned by refund cheque to you by ordinary post by the Registrar at your own risk on or before Thursday, 27 October 2022. Any such cheque will be drawn in favour of the applicant(s) named on this EAF. It is expected that share certificates in respect of the fully-paid Rights Shares will be despatched by ordinary post to the registered address shown in this EAF on or before Thursday, 27 October 2022 to those entitled thereto at their own risks. Each Shareholder will receive one share certificate for all allotted Shares.

DISTRIBUTION OF THIS EAF AND THE OTHER PROSPECTUS DOCUMENTS

This EAF shall only be sent to the Qualifying Shareholders. The Prospectus Documents have not been and will not be registered under any applicable securities of any jurisdictions other than Hong Kong. No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents, in any territory other than Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for excess Rights Shares, unless in a territory such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares to satisfy himself/herself/itself/themselves as to the full observance of the applicable laws and regulations of the relevant jurisdictions including obtaining of any governmental or other consents and to pay any taxes and duties. By completing, signing and submitting this EAF, each subscriber of the Rights Shares will be deemed to have given a warranty to the Company and the Underwriter that these local registration, legal and regulatory requirements have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter shall have the right to terminate the Underwriting Agreement by notice in writing given to the Company at or prior to the Latest Time for Termination, if:

- i. there occurs any new regulation or any change in the existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole; or
- ii. there occurs any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, or after the date of the Underwriting Agreement, of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole; or
- iii. any material adverse change in the business or in the financial or trading position of the Company as a whole which, in the reasonable opinion of the Underwriter, makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- iv. any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities) which, in the reasonable opinion of the Underwriter, makes it inexpedient or inadvisable to proceed with the Rights Issue,

then in any such case the Underwriter may, after consultation with the Company or its advisers as the circumstances shall admit, by notice in writing to the Company on its own behalf (which may be given at any time up to the Latest Time for Termination) rescind the Underwriting Agreement.

If the Underwriter exercises its rights to terminate the Underwriting Agreement, the Rights Issue will not proceed. A further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place if:

- (i) typhoon signal No. 8 (or above);
- (ii) “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or
- (iii) a “black” rainstorm warning
 - (a) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
 - (b) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance does not take place on the currently scheduled date, the dates mentioned in the “Expected Timetable” above may be affected. Announcement will be made as soon as practicable by the Company in such event.

GENERAL

References in this EAF to times and dates are to Hong Kong times and dates unless otherwise stated.

PERSONAL DATA COLLECTION

By completing, signing and submitting this EAF, you agree to disclose to the Company and/or the Registrar and/or their respective advisers and agent’s personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its head office and principal place of business in Hong Kong at 11/F, Wui Tat Centre, 55 Connaught Road West, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above.

**A SEPARATE CHEQUE OR CASHIER’S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**