



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)

FORM OF PROXY

Form of proxy for use at the Extraordinary General Meeting to be held at Room 2203, 22/F. Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 22 February 2019 at 11:00 a.m. and at any adjournment thereof.

I/We (note 1) _____
of _____
being the registered holder(s) of _____ shares (note 2) of HK\$0.01 each in the capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (note 3) _____
of _____

as my/our proxy to vote and act for me/us at the Extraordinary General Meeting (the "Meeting") (and at an adjournment thereof) of the said Company to be held at Room 2203, 22/F. Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong on Friday, 22 February 2019 at 11:00 a.m. for the purpose of considering and, if though fit, passing the Resolution set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below (note 4).

ORDINARY RESOLUTION	FOR	AGAINST
To approve, confirm and ratify the Share Purchase Agreement (as defined in the circular of the Company dated 1 February 2019) and all the transactions contemplated thereunder, and to authorise one or more of the directors the Company to do all such acts and things as they consider necessary and to sign and execute all such documents, and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Share Purchase Agreement and completing the transactions contemplated thereby.		

Dated this _____ day of _____ 2019 Shareholder's signature _____

(notes 5, 6, 7 and 8)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against".** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 22 Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/ have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong ("PDPO")) and any such request should be made in writing by mail to the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. "Personal Data" in this statement has the same meaning as "personal data" in the PDPO.