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**INTERNATIONAL ALLIANCE FINANCIAL LEASING CO., LTD.**

**国际友联融资租赁有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1563)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of International Alliance Financial Leasing Co., Ltd. (the “**Company**”) will be held at Unit 4902, 49th Floor, Block C of Beijing Yintai Office Tower, No. 2 Jianguomenwai Street, Chaoyang District, Beijing, The People’s Republic of China on Tuesday, 17 December 2019 at 10 a.m. or any adjournment of such meeting for the purposes of considering and, if thought fit, passing the following resolutions, with or without modifications, as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

**“THAT**

- (1) the finance leasing framework agreement entered into between the Company and Nanshan Group Co., Ltd.\* (南山集團有限公司) (“**Nanshan Group**”) dated 20 September 2019 (the “**Financial Leasing Framework Agreement**”) in relation to the provision of the relevant finance leasing service by the Company to Nanshan Group for a term of three (3) years from the date of passing of this resolution (a copy of which has been produced to the EGM marked “A” and initialed by the Chairman of the EGM for the purpose of identification), the transactions contemplated thereunder as well as the relevant annual caps be and are hereby approved, confirmed and ratified; and

\* *For identification purpose only*

- (2) each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Finance Leasing Framework Agreement and the transactions contemplated thereunder.”

By order of the Board  
**International Alliance Financial Leasing Co., Ltd.**  
**Li Luqiang**  
*Executive Director and chief executive officer*

Hong Kong, 2 December 2019

*Principal place of business in Hong Kong:*

Unit 2602, 26<sup>th</sup> Floor

One Hennessy

No. 1 Hennessy Road

Wan Chai

Hong Kong

*Notes:*

1. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. The Shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be the Shareholder. A form of proxy for use at the EGM is enclosed herewith.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, 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 the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. The register of members of the Company will be closed from Thursday, 12 December 2019 to Tuesday, 17 December 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 11 December 2019.

5. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.
6. Delivery of the form of proxy will not preclude the Shareholder from attending and voting in person at the EGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
7. A circular containing, among others things, details of the Finance Leasing Framework Agreement, the transactions contemplated thereunder as well as the relevant annual caps has been despatched to the Shareholders.
8. As at the date of this notice of EGM, the executive directors of the Company are Mr. Li Luqiang, Mr. Li Zhixuan and Ms. Xu Juan, and the independent non-executive directors of the Company are Mr. Liu Changxiang, Mr. Liu Xuewei and Mr. Jiao Jian.