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CHINA AIRCRAFT LEASING GROUP HOLDINGS LIMITED

中國飛機租賃集團控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 1848)

ANNOUNCEMENT ON THE PERFORMANCE OF THE DEED OF NON-COMPETITION UNDERTAKING

Reference is made to the prospectus (the “**Prospectus**”) issued by China Aircraft Leasing Group Holdings Limited (the “**Company**”, together with the subsidiaries, the “**Group**”) dated 30 June 2014 and the annual report of the Company for the year ended 31 December 2014 (the “**Annual Report**”) published on the website of The Stock Exchange of Hong Kong Limited on 2 April 2015. Unless otherwise defined, capitalised terms used in this announcement have the same meanings as defined in the Prospectus.

Further to the information disclosed in the Annual Report, the Company wishes to provide additional disclosure of the following information concerning the performance of the deed of non-competition undertaking (the “**Deed of Non-Competition**”) dated 23 June 2014 executed by Mr. Poon Ho Man, Ms. Ng Christina, Capella Capital Limited, Friedmann Pacific Asset Management Limited, China Everbright Limited and China Everbright Aerospace Holdings Limited (each a “**Controlling Shareholder**” and together the “**Controlling Shareholders**”) in favour of the Company, details of which are set out in the section headed “Controlling Shareholders and Substantial Shareholders – Deed of Non-Competition Given by Our Controlling Shareholders” of the Prospectus.

DEED OF NON-COMPETITION

Under the terms of the Deed of Non-Competition, each of the Controlling Shareholders has irrevocably and unconditionally undertaken to the Company (for itself and for the benefit of each of its subsidiaries from time to time) that with effect from 11 July 2014 (the “**Listing Date**”) and for so long as the Shares remain listed on the Stock Exchange and the Controlling Shareholders, whether individually or taken together, are interested directly or indirectly in 30% or more of the issued share capital of the Company, each of them will not, and will procure that its associates (other than the Group) will not, on its own account or with each other or in conjunction with or on behalf of any person, firm or company, carry on or be engaged in, concerned with or interested in, directly or indirectly, whether as a shareholder (other than being a director or a shareholder of the Group or the Company’s associated companies), director, employee, partner, agent or otherwise in any business that compete or may compete, directly or indirectly or through nominees, with the business carried out by the Group from time to time, i.e. the provision of aircraft

leasing and financing (the “**Restricted Business**”) in any part in the world in which the Group carries out the Restricted Business.

The Controlling Shareholders have provided written confirmations (the “**Confirmations**”) to the board of directors of the Company (the “**Board**”) confirming that they have duly complied with the non-competition undertakings in the Deed of Non-Competition for the period from the Listing Date up until 31 December 2014.

The independent non-executive directors of the Company had noted the Confirmations made by each of the Controlling Shareholders and are not aware of any breach by any of the Controlling Shareholders of the undertakings in the Deed of Non-Competition given by them for the period from the Listing Date up until 31 December 2014.

By order of the Board
China Aircraft Leasing Group Holdings Limited
CHEN SHUANG
*Chairman, Executive Director
and Chief Executive Officer*

Hong Kong, 24 August 2015

As at the date of this announcement, (i) the executive Directors are Mr. CHEN Shuang and Ms. LIU Wanting; (ii) the non-executive Directors are Mr. TANG Chi Chun and Mr. GUO Zibin; and (iii) the independent non-executive Directors are Mr. FAN Yan Hok, Philip, Mr. NG Ming Wah, Charles, Mr. NIEN Van Jin, Robert and Mr. CHEOK Albert Saychuan.