



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING ("MEETING") TO BE HELD ON 30 JUNE 2015 OR AT ANY ADJOURNMENT THEREOF

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares ("Shares") of HK\$0.10
each in the share capital of China Aircraft Leasing Group Holdings Limited (the "Company"), hereby appoint the Chairman of the Meeting ^(Note 3),
or _____
of _____
or failing him/her _____ of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the Company (or at any adjournment thereof) to be held at Cliftons Hong Kong, 508-520, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Tuesday, 30 June 2015, at 10:30 a.m. to vote for me/us and in my/our name(s) on the following resolutions as indicated and if no such indication is given as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 15 June 2015 in relation to the Meeting.

Please tick in the appropriate box to indicate how you wish your vote(s) to be cast, and if no such indication is given, your proxy is entitled to vote at his discretion ^(Note 4).

ORDINARY RESOLUTIONS			FOR	AGAINST
1.	(a)	the Loan Services Framework Agreement dated 14 May 2015 and entered into between the Company and CE Group in relation to loan services and guarantees to be provided by CE Group to the Group for the years of 2015, 2016 and 2017 (a copy of which is produced to the EGM marked "A" and signed by the Chairman of the EGM for the purpose of identification), and the proposed annual monetary caps for the transactions contemplated thereunder for the years of 2015, 2016 and 2017 be and are hereby approved, confirmed and ratified; and		
	(b)	any one Director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Loan Services Framework Agreement, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Loan Services Framework Agreement and the transactions thereunder, and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.		
2.	(a)	the Assignment of Finance Lease Receivables Framework Agreement dated 14 May 2015 and entered into between the Company and CE Group pursuant to which the Group will assign the FLRs to the Trustee during the years of 2015, 2016 and 2017 (a copy of which is produced to the EGM marked "B" and signed by the Chairman of the EGM for the purpose of identification), and the proposed annual monetary caps for the transactions contemplated thereunder for the years of 2015, 2016 and 2017 be and are hereby approved, confirmed and ratified; and		
	(b)	any one Director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Assignment of Finance Lease Receivables Framework Agreement, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Assignment of Finance Lease Receivables Framework Agreement and the transaction thereunder, and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.		

Date: _____

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notationally certified copy of such power of authority, must be deposited at the office of the branch share registrar of the Company, **Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong** not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.