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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Aircraft Leasing Group Holdings Limited (the “Company”) will be held at Cliftons Hong Kong, 508-520 Hutchison House, 10 Harcourt Road, Central, Hong Kong on Tuesday, 23 August 2016 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolutions of the Company:

### **ORDINARY RESOLUTION**

1. **“THAT**

- (a) the grant of options to subscribe for 10,000,000 shares of the Company (“Shares”) to Mr. Chen Shuang, an executive Director of the Company, subject to and in accordance with the terms of the post-IPO share option scheme adopted by the Company on 23 June 2014 and became effective on 11 July 2014 (“**Post-IPO Share Option Scheme**”), be and is hereby approved, confirmed and ratified; and
- (b) any one Director or the Company Secretary 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 to give full effect to such grant of options.”

2. **“THAT**

- (a) the grant of options to subscribe for 3,800,000 Shares to Ms. Christina Ng, an associate of a substantial shareholder of the Company, subject to and in accordance with the terms of the Post-IPO Share Option Scheme, be and is hereby approved, confirmed and ratified; and
- (b) any one Director or the Company Secretary 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 to give full effect to such grant of options.”

3. **“THAT** Mr. Chow Kwong Fai, Edward, *JP* be re-elected as an independent non-executive Director of the Company and to authorise the board of Directors of the Company to fix the remuneration.”

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

Hong Kong, 5 August 2016

*As at the date of this notice, (i) the Executive Directors are Mr. CHEN Shuang and Ms. LIU Wanting; (ii) the Non-executive Directors are Mr. TANG Chi Chun, Mr. GUO Zibin and Ms. CHEN Chia-Ling; and (iii) the Independent Non-executive Directors are Mr. FAN Yan Hok, Philip, Mr. NIEN Van Jin, Robert, Mr. CHEOK Albert Saychuan and Mr. CHOW Kwong Fai, Edward, JP.*

*Notes:*

1. The form of proxy for use at the EGM is enclosed with the circular dated 5 August 2016 to be despatched to shareholders of the Company (“**Shareholders**”).
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more Shares, more than one proxy to attend and, subject to the provisions of the memorandum and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
4. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjourned meeting thereof.
5. In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of Shareholders will be closed from Monday, 22 August 2016 to Tuesday, 23 August 2016 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of Shareholders on Tuesday, 23 August 2016 are entitled to attend and vote at the EGM. In order to attend the EGM, any Shareholder whose transfer has not been registered shall lodge the transfer documents together with the relevant share certificate with Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by no later than 4:30 p.m. on Friday, 19 August 2016.
6. Completion and return of the form of proxy or an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the EGM and/or any adjournment thereof, should he/she so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Where there are joint registered Shareholders of any Share, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint Shareholders are present at the EGM, whether in person or by proxy, the joint registered Shareholder present whose name stands first on the register of Shareholders in respect of the Shares shall be accepted to the exclusion of the votes of the other registered Shareholders.

8. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
9. The biographical details and other particulars relating to the re-electing Director are set out in Appendix II to the circular of the Company dated 5 August 2016.
10. In case the EGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.calc.com.hk> for announcement on bad weather arrangement for the EGM.