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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 will be held at Cliftons Hong Kong, 508–520 Hutchison House, 10 Harcourt Road, Central, Hong Kong on Wednesday, 28 November 2018 at 9:30 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolutions of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 6 November 2018.

ORDINARY RESOLUTIONS

1. The Second CE Supplemental Deposit Services Framework Agreement

“**THAT:**

- (a) the Second CE Supplemental Deposit Services Framework Agreement dated 15 October 2018 entered into between the Company and CE Group (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 New Annual Caps for the transactions contemplated thereunder for the years of 2019, 2020 and 2021 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 Second CE Supplemental Deposit 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 Second CE Supplemental

Deposit 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. The Second CE Supplemental Loan Services Framework Agreement

“THAT:

- (a) the Second CE Supplemental Loan Services Framework Agreement dated 15 October 2018 entered into between the Company and CE Group (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 New Annual Caps for the transactions contemplated thereunder for the years of 2019, 2020 and 2021 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 Second CE Supplemental 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 Second CE Supplemental 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.”

3. The Second CE Supplemental Assignment of Finance Lease Receivables Framework Agreement

“THAT:

- (a) the Second CE Supplemental Assignment of Finance Lease Receivables Framework Agreement dated 15 October 2018 entered into between the Company and CE Group (a copy of which is produced to the EGM marked “C” and signed by the Chairman of the EGM for the purpose of identification), and the proposed New Annual Caps for the transactions contemplated thereunder for the years of 2019, 2020 and 2021 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 Second CE Supplemental 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 Second CE Supplemental Assignment of Finance Lease Receivables 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.”

4. The Second ARI Supplemental Shareholders’ Loan and Guarantee Agreement and the New Annual Caps for the ARI Shareholders’ Loan and Guarantee Agreement (as supplemented by the Second ARI Supplemental Shareholders’ Loan and Guarantee Agreement)

“THAT:

- (a) the Second ARI Supplemental Shareholders’ Loan and Guarantee Agreement dated 15 October 2018 entered into between ARI and ARI Shareholders (a copy of which is produced to the EGM marked “D” and signed by the Chairman of the EGM for the purpose of identification) and the proposed New Annual Caps for the transactions contemplated under the ARI Shareholders’ Loan and Guarantee Agreement (as supplemented by the Second ARI Supplemental Shareholders’ Loan and Guarantee Agreement) for the years of 2019, 2020 and 2021 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 Second ARI Supplemental Shareholders’ Loan and Guarantee Agreement and the proposed New Annual Caps for the transactions contemplated under the ARI Shareholders’ Loan and Guarantee Agreement (as supplemented by the Second ARI Supplemental Shareholders’ Loan and Guarantee 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 Second ARI

Supplemental Shareholders' Loan and Guarantee Agreement and the proposed New Annual Caps for the ARI Shareholders' Loan and Guarantee Agreement (as supplemented by the Second ARI Supplemental Shareholders' Loan and Guarantee 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.”

By order of the Board
China Aircraft Leasing Group Holdings Limited
POON HO MAN
Executive Director and Chief Executive Officer

Hong Kong, 6 November 2018

Notes:

1. In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of the Shareholders of the Company will be closed from Friday, 23 November 2018, to Wednesday, 28 November 2018 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of the Shareholders of the Company on Wednesday, 28 November 2018 will be 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 Thursday, 22 November 2018.
2. 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.
3. 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 appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he/she so wish.
4. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. As required under the Listing Rules, the above resolutions will be decided by way of poll.

6. 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.
7. The form of proxy in connection with the EGM is enclosed with the circular of the Company dated 6 November 2018.

As at the date of this notice, (i) the executive Directors are Mr. Chen Shuang, JP, Mr. Poon Ho Man and Ms. Liu Wanting; (ii) the non-executive Director is Mr. Tang Chi Chun 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.