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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)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
OF THE COMPANY HELD ON 9 MAY 2018**

**AND**

**(2) RETIREMENT OF NON-EXECUTIVE DIRECTORS AND  
CHANGE OF MEMBERS OF THE AUDIT COMMITTEE**

**AND**

**(3) GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULES  
14.38A, 14.40, 14.48 AND 14.49 OF THE LISTING RULES IN RESPECT  
OF THE AIRCRAFT PURCHASE MANDATE**

**Poll Results of the Annual General Meeting**

The board of directors (the “**Board**”) of China Aircraft Leasing Group Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 9 May 2018 (the “**AGM**”), all the resolutions (the “**Resolutions**”) as set out in the notice of AGM dated 9 April 2018 (the “**Notice**”) were proposed and duly passed by the Shareholders as ordinary resolutions by way of poll. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 9 April 2018 (the “**Circular**”).

The poll results in respect of the Resolutions were as follows:

Ordinary Resolutions <sup>(Note 4)</sup>		Number of votes (approximate %)		Total number of Shares voted
		For	Against	
1.	To receive and consider the audited financial statements and the reports of the Directors and the auditor for the year ended 31 December 2017.	453,807,907 Shares (100%)	0 Shares (0%)	453,807,907
2.	To declare a final dividend of HK\$0.42 per Share for the year ended 31 December 2017.	453,807,907 Shares (100%)	0 Shares (0%)	453,807,907

Ordinary Resolutions <sup>(Note 4)</sup>		Number of votes (approximate %)		Total number of Shares voted
		For	Against	
3.(i)	(a) To re-elect Ms. LIU Wanting as a Director.	453,810,407 Shares (100%)	0 Shares (0%)	453,810,407
	(b) To re-elect Mr. FAN Yan Hok, Philip as a Director.	452,706,907 Shares (99.76%)	1,103,500 Shares (0.24%)	453,810,407
3.(ii)	To authorise the Board to fix the remuneration of the Directors.	453,810,407 Shares (100%)	0 Shares (0%)	453,810,407
4.	To re-appoint PricewaterhouseCoopers as the auditor and to authorise the Board to fix its remuneration.	453,810,407 Shares (100%)	0 Shares (0%)	453,810,407
5.	To grant a general mandate to the Directors to issue new Shares up to 20% as set out in ordinary resolution no. 5.	441,673,409 Shares (97.33%)	12,136,998 Shares (2.67%)	453,810,407
6.	To grant a general mandate to the Directors to repurchase Shares up to 10% as set out in ordinary resolution no. 6.	453,810,407 Shares (100%)	0 Shares (0%)	453,810,407
7.	To approve the extension of the general mandate to issue new Shares as set out in ordinary resolution no. 7.	442,130,909 Shares (97.43%)	11,679,498 Shares (2.57%)	453,810,407
8.	To grant a general mandate to the Directors to purchase new aircraft as set out in ordinary resolution no. 8.	453,810,407 Shares (100%)	0 Shares (0%)	453,810,407

*Notes:*

- (1) As at the date of the AGM, the total number of issued Shares was 678,183,380 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the Resolutions proposed at the AGM.
- (2) None of the Shareholders was required under the Listing Rules to abstain from voting in favour of the Resolutions at the AGM.
- (3) Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as scrutineer for the vote-taking at the AGM.
- (4) The full text of the Resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of Resolutions nos. 1 to 8 respectively, each of the Resolutions was duly passed as an ordinary resolution by way of poll at the AGM.

### **Retirement of Non-executive Directors and Change of Members of the Audit Committee**

Reference is made to the announcement of the Company dated 23 March 2018 in relation to the retirement of each of Mr. GUO Zibin (“**Mr. GUO**”) and Ms. CHEN Chia-Ling as a non-executive Director with effect from the conclusion of the AGM.

Following the retirement of Mr. GUO, Mr. FAN Yan Hok, Philip, an independent non-executive Director, has been appointed as a member of the Audit Committee with effect from 9 May 2018.

### **Grant of Waiver from Strict Compliance with Rules 14.38A, 14.40, 14.48 and 14.49 of the Listing Rules in respect of the Aircraft Purchase Mandate**

Reference is made to the Circular relating to, among others, the Aircraft Purchase Mandate.

As disclosed in the Circular, the Company has applied to the Stock Exchange for a waiver from strict compliance with Rules 14.38A, 14.40, 14.48 and 14.49 of the Listing Rules in respect of the Aircraft Purchase Mandate (the “**Waiver**”). The Board is pleased to announce that the Stock Exchange has already granted the Waiver.

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

Hong Kong, 9 May 2018

*As at the date of this announcement, (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.*