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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 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 Monday, 29 December 2014, at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**1 “THAT:**

- (a) the two purchase agreements dated 1 December 2014 (the “**Aircraft Purchase Agreements**”) each between China Aircraft Leasing Company Limited (the “**CALC (BVI)**”), a wholly owned subsidiary of the Company, and Airbus S.A.S. (“**Airbus**”), pursuant to which CALC (BVI) agreed to purchase 100 Airbus A320 series aircraft from Airbus in aggregate for a consideration determined with reference to the aggregate list price of approximately US\$10.2 billion (equivalent to approximately HK\$79.56 billion) and with price concessions determined after arm’s length negotiations between CALC (BVI) and Airbus, be and is hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Aircraft Purchase Agreements.”; and

**2 “THAT:**

- (a) subject to the fulfilment of the following performance targets, the vesting date of the Tranche A (as defined in the Circular of the Company dated 10 December 2014 (the “**Circular**”)) options granted to Wealth Amass Limited on 10 October 2011 under the pre-IPO share option scheme, which was adopted by China Aircraft Leasing Holdings

Limited on 4 August 2011 and taken over by the Company under the corporate reorganisation of the Company and its subsidiaries (the “**Group**”) on 23 June 2014 (the “**Pre-IPO Share Option Scheme**”), and are outstanding as at the date of this resolution, be amended so that 60% of the above options that are outstanding (the “**Series 1 New Options**”) as at the date of this resolution shall become exercisable on and from the publication date of the Group’s audited financial results for the year ending 31 December 2014 (the “**New Publication Date**”) and the remaining 40% of the above options (the “**Series 2 New Options**”) shall become exercisable on and from the first anniversary date of the New Publication Date (the “**New Tranche A Exercise Dates**”); such options, if exercisable, shall expire on the second anniversary date of the New Publication Date (including the performance targets as set out below, the “**Share Options Terms Amendments**”); the performance targets are:

- (i) the Series 1 New Options shall become exercisable in accordance with the New Tranche A Exercise Dates on the date upon which Mr. Yang Jianjun, being the consultant made available to the Group by Wealth Amass Limited, is recognised by the strategy committee of the Company (the “**SC**”) as the lead originator of at least 16 aircraft for the Group by 31 December 2013; and
  - (ii) the Series 2 New Options shall become exercisable in accordance with the New Tranche A Exercise Dates on the date upon which Mr. Yang Jianjun, being consultant made available to the Group by Wealth Amass Limited, is recognised by the SC as the lead originator of at least 22 aircraft for the Group by the New Publication Date;
- (b) any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her to be incidental to, ancillary to or in connection with the Share Options Terms Amendments.’

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

Hong Kong, 10 December 2014

*Notes:*

1. 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.

2. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
4. The register of members of the Company will be closed from Wednesday, 24 December 2014 to Monday, 29 December 2014, both days inclusive, on which no transfer of shares will be registered. Shareholders are reminded that, in order to qualify for attendance of the extraordinary general meeting, they must lodge completed transfer forms together with the certificates for the relevant shares with the Company's branch registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 23 December 2014.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders 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 holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

*As at the date of this notice, (i) the executive Directors are Mr. Poon Ho Man and Ms Liu Wanting; (ii) the non-executive Directors are Mr. Chen Shuang, 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. Zhang Chongqing and Mr. Nien Van Jin, Robert.*