



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)

REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING ("MEETING") TO BE HELD ON 8 MAY 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 Friday, 8 May 2015, at 10:00 a.m. to vote for me/us and in my/our names(s) on the following resolutions as indicated and if no such indication is given as my/our proxy thinks fit.

Please tick in the appropriate boxes 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.	To receive and consider the audited financial statements and the reports of the directors and the auditor for the year ended 31 December 2014.		
2.	To declare a final dividend of HK\$0.16 per share for the year ended 31 December 2014.		
3.	(a) To re-elect the following retiring Directors:		
	(i) Mr. Poon Ho Man;		
	(ii) Mr. Guo Zibin; and		
	(iii) Mr. Nien Van Jin, Robert.		
	(b) To authorize the Board of Directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint PricewaterhouseCoopers as the auditor and to authorise the Directors of the Company to fix its remuneration.		
5.	To approve the general mandate to issue shares of the Company – Ordinary Resolution as set out in item 5 in the notice of annual general meeting.		
6.	To approve the general mandate to repurchase shares – Ordinary Resolution as set out in item 6 in the notice of annual general meeting.		
7.	To approve the extension of the general mandate to issue shares of the Company – Ordinary Resolution as set out in item 7 in the notice of annual general meeting.		

Date _____

Signature _____

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 revised form of proxy ("Revised Proxy Form") 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 REVISED PROXY FORM MUST BE INITIALLED 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 Revised Proxy Form 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 Revised Proxy Form together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially 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 (the "Closing Time") 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 Revised Proxy 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.

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE "ORIGINAL PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 8 APRIL 2015 WITH THE BRANCH SHARE REGISTRAR OF THE COMPANY SHOULD NOTE THAT:

- If both the Original Proxy Form and the Revised Proxy Form, in each case, correctly completed and signed, are lodged with the branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong at or prior to the Closing Time, the Revised Proxy Form will be treated as a valid form of proxy lodged by you.
- If the Original Proxy Form has already been lodged with the branch share registrar of the Company at or prior to the Closing Time but no Revised Proxy Form is lodged with the branch share registrar of the Company at or prior to the Closing Time or if the Revised Proxy Form is lodged with the branch share registrar of the Company after the Closing Time or if the Revised Proxy Form is invalid for whatever reasons, the Original Proxy Form will be treated as valid form of proxy if correctly completed and signed. The proxy so appointed under the Original Proxy Form will be entitled to vote at his or her discretion or to abstain at the Meeting on ordinary resolution nos. 3(a)(i) to (iii) and 3(b) as set out in the Revised Proxy Form.