



**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)

**FORM OF PROXY**  
**FOR THE EXTRAORDINARY GENERAL MEETING (“MEETING”)**  
**TO BE HELD ON 19 MAY 2015 OR AT ANY ADJOURNMENT THEREOF**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 <sup>(Note 3)</sup>,  
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 Tuesday, 19 May 2015, at 10:30 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 box 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 <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve, confirm and ratify the CE Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue of the CE Convertible Bonds and the allotment and issue of the Conversion Shares and to authorise any one director of the Company to do all such things and acts as may be considered necessary, expedient or desirable for the purpose of or in connection with the implementation of the CE Subscription Agreement and the transactions contemplated thereunder. <sup>(Note 11)</sup>		
2.	To re-elect Mr. CHEOK Albert Saychuan as an independent non-executive director of the Company. <sup>(Note 12)</sup>		

Date \_\_\_\_\_

Signature <sup>(Note 5)</sup> \_\_\_\_\_

**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 form of proxy 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 FORM OF PROXY MUST BE INITIALED 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 form of proxy 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 form of proxy 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 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 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.
- The description of the resolution in this form of proxy is a summary only. Please refer to the notice of the Meeting for the full text of the resolution.
- The biographical details and other particulars relating to the retiring director are set out in Appendix II to the circular of the Company dated 30 April 2015.