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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) CONNECTED TRANSACTION  
SUBSCRIPTION AGREEMENT IN RELATION TO PROPOSED ISSUE OF  
CONVERTIBLE BONDS UNDER SPECIFIC MANDATE  
AND  
(2) RE-ELECTION OF DIRECTOR**

**POLL RESULT OF THE EGM HELD ON 19 MAY 2015**

The Board is pleased to announce that at the EGM, all the Resolutions as set out in the Notice were proposed and duly passed by the shareholders of the Company as ordinary resolutions by way of poll at the EGM held on 19 May 2015.

The board (the “**Board**”) of directors (the “**Directors**”) of China Aircraft Leasing Group Holdings Limited (the “**Company**”) is pleased to announce that at the extraordinary general meeting of the Company held on 19 May 2015 (the “**EGM**”), all the resolutions (the “**Resolutions**”) as set out in the notice of EGM dated 30 April 2015 (the “**Notice**”) were proposed and duly passed by the shareholders of the Company as ordinary resolutions by way of poll at the EGM held on 19 May 2015. Unless the context otherwise required, capitalized terms used in this announcement shall have the same meanings as defined in the Notice.

Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as scrutineer at the EGM for the purpose of vote-taking.

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

<b>ORDINARY RESOLUTIONS</b> <i>(Note)</i>		<b>No. of votes</b>		<b>Total number of shares voted</b>
		<b>For</b>	<b>Against</b>	
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.	254,355,498 (100%)	0 (0%)	254,355,498
2.	To re-elect Mr. Cheok Albert Saychuan as an independent non-executive Director of the Company.	448,702,582 (95.56%)	20,852,395 (4.44%)	469,554,977

*Note: The full text of the Resolutions was set out in the Notice.*

As at the date of the EGM, there were a total of 591,587,800 Shares in issue.

In respect of Resolution no.1, there were a total number of 376,388,321 Shares entitling the Independent Shareholders thereof to attend and vote on such resolution. There were no Shares entitling the holders thereof to attend and abstain from voting in favour of such resolution at the EGM as set out in Rule 13.40 of the Listing Rules. China Everbright Limited and its close associates, which together held a total number of 215,199,479 Shares (representing approximately 36.38% of the issued share capital of the Company) as at the date of the EGM were required to abstain from voting on such resolution and had done so at the EGM.

In respect of Resolution no.2, there were a total number of 591,587,800 Shares entitling the Shareholders to attend and vote on such resolution. There were no Shares entitling the holders thereof to attend and abstain from voting for or against such resolution at the EGM.

As 100% and more than 50% of the votes were cast in favour of Resolutions Nos. 1 and 2 respectively, each of the resolutions was duly passed as an ordinary resolution by way of a poll at the EGM.

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

Hong Kong, 19 May 2015

*As at the date of this announcement, (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. NIEN Van Jin, Robert and Mr. CHEOK Albert Saychuan.*