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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 (the “EGM”) of China Aircraft Leasing Group Holdings Limited will be held at Cliftons Hong Kong, 508-520 Hutchison House, 10 Harcourt Road, Central, Hong Kong on Thursday, 30 June 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolution of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 10 June 2016.

ORDINARY RESOLUTION

1. THAT:

- “(a) the Investment Agreement dated 6 April 2016 entered into between the Company, ARI, ARI Holdings, China Aero, Sky Cheer and Neo Modern in relation to the subscription of ARI Shares and the CADC Disposal (a copy of which is produced to the EGM marked “A” and signed by the Chairman of the EGM for purpose of identification) be and is hereby approved, confirmed and ratified; and
- (b) the Option Agreement dated 6 April 2016 entered into between ARI Holdings and ARI in relation to the grant of option to require ARI to allot and issue to ARI Holdings ARI shares (a copy of which is produced to the EGM marked “B” and signed by the Chairman of the EGM for purpose of identification) be and is hereby approved, confirmed and ratified; and
- (c) the Shareholders’ Agreement dated 6 April 2016 entered into between ARI, ARI Holdings, China Aero, Sky Cheer and Neo Modern to regulate the relationship of ARI and the ARI Shareholders (a copy of which is produced to the EGM marked “C” and signed by the Chairman of the EGM for purpose of identification) be and is hereby approved, confirmed and ratified; and

- (d) the Shareholders' Loan and Guarantee Agreement dated 6 April 2016 entered into between ARI, ARI Holdings, China Aero, Sky Cheer and Neo Modern in relation to the provision of shareholders' loan from the ARI Shareholders and to provide guarantee for loans from banks, financial or other institutions (a copy of which is produced to the EGM marked "D" and signed by the Chairman of the EGM for purpose of identification), and the Proposed Annual Caps for the transactions contemplated thereunder for the years of 2016, 2017 and 2018 be and are hereby approved, confirmed and ratified; and
- (e) the Share Mortgage dated 6 April 2016 entered into between ARI and ARI Holdings, by which ARI is to charge the entire issued share capital in CADC (a copy of which is produced to the EGM marked "E" and signed by the Chairman of the EGM for purpose of identification) be and is hereby approved, confirmed and ratified; and
- (f) any one Director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Investment Agreement, Option Agreement, Shareholders' Agreement, Shareholders' Loan and Guarantee Agreement and the Share Mortgage (collectively be referred to as the "ARI Agreements"), including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to each of the ARI Agreements and the transactions thereunder, and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole."

By Order of the Board
China Aircraft Leasing Group Holdings Limited
CHEN SHUANG

*Chairman, Executive Director
and Chief Executive Officer*

Hong Kong, 10 June 2016

As at the date of this notice, (i) the executive directors are Mr. Chen Shuang and Ms. Liu Wanting; (ii) the non-executive Directors are Mr. Tang Chi Chun, Mr. Guo Zibin and Ms. Chen Chia-Ling; and (iii) the independent non-executive Directors are Mr. Fan Yan Hok, Philip, Mr. Nien Van Jin, Robert and Mr. Cheok Albert Saychuan.

Notes:

1. In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of the Shareholders of the Company will be closed from Wednesday, 29 June 2016 to Thursday, 30 June 2016 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of the Shareholders of the Company as on Thursday, 30 June 2016 are entitled to attend and vote at the EGM. In order to attend the EGM, any Shareholder whose transfer has not been registered shall lodge the transfer documents together with the relevant share certificate with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30p.m. on Tuesday, 28 June 2016.
2. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he/she so wish.
4. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
6. In case the EGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.calc.com.hk> for announcement on bad weather arrangement for the EGM.
7. The form of proxy in connection with the EGM is enclosed with the circular dated 10 June 2016 to be despatched to members of the Company.