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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Aircraft Leasing Group Holdings Limited**, you should hand this circular together with the accompanying form of proxy at once to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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***CALC***

**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)**

**GRANT OF OPTIONS UNDER THE POST-IPO SHARE OPTION SCHEME  
RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 4 to 11 of this circular. A letter from the Independent Board Committee is set out on pages 12 and 13 of this circular.

A notice convening the EGM to be held at Cliftons Hong Kong, 508-520 Hutchison House, 10 Harcourt Road, Central, Hong Kong on Tuesday, 23 August 2016 at 9:30 a.m. is set out on pages 16 to 18 of this circular. A form of proxy for use at the EGM is also enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

5 August 2016

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## DEFINITIONS

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*In this circular, the following expressions shall (unless the context otherwise requires) have the following meanings:*

“Announcement”	the announcement of the Company dated 22 July 2016 relating to the Grant of Options
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	China Aircraft Leasing Group Holdings Limited (中國飛機租賃集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Date of Grant”	22 July 2016
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Cliftons Hong Kong, 508-520 Hutchison House, 10 Harcourt Road, Central, Hong Kong on Tuesday, 23 August 2016 at 9:30 a.m.
“Grant of Options”	the conditional grant of Options to Mr. Chen and Ms. Ng on the Date of Grant, the terms of which are set out in the section headed “GRANT OF OPTIONS UNDER THE POST-IPO SHARE OPTION SCHEME” under the “Letter from the Board” contained in this circular
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent board committee of the Board comprising all independent non-executive Directors which has been formed to advise the Independent Shareholders in respect of the Grant of Options
“Independent Shareholders”	the Independent Shareholders for Director Options and the Independent Shareholders for Senior Staff Options
“Independent Shareholders for Director Options”	in respect of the Grant of Options to Mr. Chen, those Shareholders other than Mr. Chen and his associates
“Independent Shareholders for Senior Staff Options”	in respect of the Grant of Options to Ms. Ng, those Shareholders other than Ms. Ng, her associates and all core connected persons of the Company
“Latest Practicable Date”	2 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chen”	Mr. Chen Shuang, the Chairman, Chief Executive Officer and an executive Director of the Company
“Ms. Ng”	Ms. Christina Ng, a senior management staff of a subsidiary of the Company and an associate of a substantial shareholder of the Company
“Options”	the 10,000,000 share options conditionally granted to Mr. Chen and the 3,800,000 share options conditionally granted to Ms. Ng under the Post-IPO Share Option Scheme

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## DEFINITIONS

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“Post-IPO Share Option Scheme”	the share option scheme adopted by the Company on 23 June 2014, which became effective on 11 July 2014
“Share(s)”	share(s) with par value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

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LETTER FROM THE BOARD

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**CALC**

**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)**

*Executive Directors:*

Mr. CHEN Shuang

*(Chairman and Chief Executive Officer)*

Ms. Liu Wanting

*Non-executive Directors:*

Mr. TANG Chi Chun

Mr. GUO Zibin

Ms. CHEN Chia-Ling

*Independent Non-executive Directors:*

Mr. FAN Yan Hok, Philip

Mr. NIEN Van Jin, Robert

Mr. CHEOK Albert Saychuan

Mr. CHOW Kwong Fai, Edward, *JP*

*Registered office in the Cayman Islands:*

Maples Corporate Services Limited

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Principal place of business in China:*

Rooms 6026-14, 6/F

Joint Inspection Service Centre of

Closed Area

1 American Road

Dongjiang Free Trade Port Zone

Tianjin, China

*Principal place of business in Hong Kong:*

28th Floor, Far East Finance Centre

16 Harcourt Road, Hong Kong

5 August 2016

*To the Shareholders*

Dear Sir or Madam,

**GRANT OF OPTIONS UNDER THE POST-IPO SHARE OPTION SCHEME  
RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1 INTRODUCTION**

The purpose of this circular is to provide you with, among other things, (i) further information regarding the Grant of Options; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Grant of Options; (iii) information regarding the re-election of Mr. Chow Kwong Fai, Edward as an independent non-executive Director; and (iv) the notice of the EGM.

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## LETTER FROM THE BOARD

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### 2 GRANT OF OPTIONS UNDER THE POST-IPO SHARE OPTION SCHEME

Reference is made to the Announcement of the Company regarding the Grant of Options under the Post-IPO Share Option Scheme. On 22 July 2016, the Company granted 26,240,000 options pursuant to the Post-IPO Share Option Scheme, amongst which, subject to Independent Shareholders' approval, 10,000,000 Options were conditionally granted to Mr. Chen and 3,800,000 Options were conditionally granted to Ms. Ng.

#### Principal terms of the Grant of Options to Mr. Chen and Ms. Ng

<b>Date of Grant</b>	22 July 2016
<b>Exercise Price of Options Granted</b>	The highest of: <ul style="list-style-type: none"><li>(i) HK\$8.80 per Share, representing (a) approximately 10% premium to the closing price of HK\$8.00 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant; and (b) approximately 5.9% premium to the average closing price of HK\$8.31 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant;</li><li>(ii) 10% discount to the closing price per Share as stated in the daily quotation sheet issued by the Stock Exchange on the business day immediately preceding the date of the EGM; or</li><li>(iii) 10% discount to the average closing price per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the EGM</li></ul>
<b>Number of Options Granted</b>	13,800,000 Options, each Option shall entitle the holder of the Option to subscribe for one Share upon exercise of such Option

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## LETTER FROM THE BOARD

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**Consideration for the Grant** Upon acceptance of the Options, Mr. Chen and Ms. Ng shall each pay HK\$1 to the Company as consideration for the Grant of Options

**Validity Period of Options** Commencing on the Date of Grant and expiring on 21 July 2020

**Vesting Date of Options for Mr. Chen**

- (i) 33% of Options shall become exercisable on and from 22 January 2017 and expires on 21 July 2020;
- (ii) 33% of Options shall become exercisable on and from 22 January 2018 and expires on 21 July 2020; and
- (iii) 34% of Options shall become exercisable on and from 22 January 2019 and expires on 21 July 2020

There are no performance targets in respect of the relevant Options

**Vesting Date of Options and Performance Targets for Ms. Ng** The vesting of the Options granted to Ms. Ng are subject to the following performance targets:

- (i) completion of the acquisition of an aircraft disassembly/parts-related business from overseas at the total consideration of not less than US\$20 million; and
- (ii) completion of disassembly of 5 old aircraft

Upon achievement of one of the performance targets set out above within the exercisable period,

- (a) 33% of Options shall become exercisable on and from 22 January 2017 (or the date of achievement of the performance target, whichever is later) and expires on 21 July 2020;



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## LETTER FROM THE BOARD

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Upon achievement of the remaining performance target set out above within the exercisable period,

- (b) another 33% of Options shall become exercisable on and from 22 January 2018 (or the date of achievement of such performance target, whichever is later) and expires on 21 July 2020; and
- (c) balance of 34% of Options shall become exercisable on and from 22 January 2019 (or the date of achievement of such performance target, whichever is later) and expires on 21 July 2020

**Rights of Shares to be  
Issued upon Exercise of  
Options**

The Shares to be issued and allotted upon the exercise of the Options will rank *pari passu* in all respects with the Shares in issue as of the date when the name of the grantee is registered on the register of members of the Company and accordingly will entitle the holder the same rights in relation to voting, dividends or other distributions and transfer as the Shares in issue in accordance with the Articles of Association.

**Reasons for the Grant of Options**

Mr. Chen is the Chairman, Chief Executive Officer and an executive Director of the Company. Mr. Chen was re-designated from a non-executive Director to an executive Director effective 18 June 2015. Mr. Chen is responsible for formulating and reviewing the Group's overall strategic planning and managing overall business operations.

The Board is of the view that the Grant of Options to Mr. Chen is an appropriate way to recognise the past and continuous contribution of Mr. Chen who has contributed significantly to the business operation and performance of the Group and achievement in the Company's strategy of increasing shareholder value. The proposed grant serves as an appreciation of the dedication and efforts of Mr. Chen and, given the long term focus of the Options, as an incentive for his continuing commitment and contribution to the growth of the Group in the future by further aligning the long-term interests of the Company with Mr. Chen.

The Grant of Options to Mr. Chen has been approved by the Independent non-executive Directors who are of the view that Mr. Chen is valuable to the Group and should be rewarded for his contributions to the Group.

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## LETTER FROM THE BOARD

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Ms. Ng is a senior management staff of a subsidiary of the Company and an associate of a substantial shareholder of the Company. The Grant of Options is an incentive for her continuing commitment and contributions to the Group in the future.

In particular, the Grant of Options to Ms. Ng is tied to specific operating targets of the Company, upon the achievement of which, allows Ms. Ng to exercise the Options. The proposed grant serves as an incentive for Ms. Ng to continue her efforts in the expansion of the business of the Company by reference to specific performance goals.

### **Listing rules implications**

Pursuant to Rule 17.03(4) of the Listing Rules and the Post-IPO Share Option Scheme, where any further grant of Options to the grantees would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant of Options must be separately approved by Shareholders in general meeting.

Mr. Chen is entitled to receive 10,200,000 Shares upon exercise in full of the options granted to him in the 12-month period up to and including the Date of Grant, consisting the existing 200,000 options granted on 2 September 2014 and the 10,000,000 Options conditionally granted as disclosed in this circular, representing approximately 1.60% of the total issued share capital of the Company as at the Latest Practicable Date.

Pursuant to Rule 17.04(1) of the Listing Rules and the Post-IPO Share Option Scheme, where any grant of Options to a substantial shareholder or any of its respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million

such further grant of Options must be separately approved by Shareholders in general meeting.

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## LETTER FROM THE BOARD

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Ms. Ng is entitled to receive 3,800,000 Shares upon exercise in full of the 3,800,000 Options conditionally granted as disclosed in this circular, representing approximately 0.61% of the total issued share capital of the Company as at the Latest Practicable Date and having an aggregate value, based on the closing price of the Shares on the Date of Grant, in excess of HK\$5 million.

Accordingly, the Grant of Options to Mr. Chen and Ms. Ng is subject to approval of the Independent Shareholders for Director Options and the Independent Shareholders for Senior Staff Options respectively at the EGM in accordance with the requirements pursuant to the Listing Rules.

A resolution to approve the Grant of Options to Mr. Chen will be proposed at the EGM. Pursuant to the Listing Rules, Mr. Chen and his associates (collectively, controlled or were entitled to exercise the control of approximately 0.03% of the voting rights of the Company as at the Latest Practicable Date), who have material interests in the Grant of Options to Mr. Chen, are required to abstain from voting on the resolution to approve the Grant of Options to Mr. Chen at the EGM.

Another resolution to approve the Grant of Options to Ms. Ng will also be proposed at the EGM. Pursuant to the Listing Rules, Ms. Ng and her associates, who have material interests in the Grant of Options to Ms. Ng, and all core connected persons of the Company (collectively, controlled or were entitled to exercise the control of approximately 66.8% of the voting rights of the Company as at the Latest Practicable Date) are required to abstain from voting in favour of the resolution to approve the Grant of Options to Ms. Ng at the EGM.

As at the Latest Practicable Date, no notice has been received by the Company from any core connected person of the Company of his, her or its intention to vote against the resolution approving the Grant of Options to Ms. Ng to be proposed at the EGM.

### **3 RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

As announced by the Company on 19 July 2016, Mr. Chow Kwong Fai, Edward was appointed by the Board as an independent non-executive Director with effect from 19 July 2016.

Under the Corporate Governance Code set out in Appendix 14 to the Listing Rules, directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Accordingly, Mr. Chow Kwong Fai, Edward shall retire at the EGM and, being eligible, will offer himself for re-election.

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## **LETTER FROM THE BOARD**

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At the EGM, an ordinary resolution will be proposed to re-elect Mr. Chow Kwong Fai, Edward as an independent non-executive Director.

The biographical details and other particulars relating to Mr. Chow Kwong Fai, Edward are set out in Appendix II to this circular as required under Rule 13.51(2) of the Listing Rules to enable the Shareholders to make an informed decision on the proposed re-election.

#### **4 VOTING BY WAY OF POLL**

Pursuant to the Articles of Association, a resolution put to the vote of a general meeting of the Company shall be decided by way of a poll. The Company will announce the results of the poll on all resolutions voted at the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

#### **5 EGM**

Notice of the EGM is set out on pages 16 to 18 of this circular.

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of the Shareholders will be closed from Monday, 22 August 2016 to Tuesday, 23 August 2016 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of the Shareholders on Tuesday, 23 August 2016 will be entitled to attend and vote at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the EGM or any adjournment thereof if you so wish.

#### **6 RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiry, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### 7 RECOMMENDATION

The Independent Board Committee believes that the Grant of Options is in the best interests of the Group and the Shareholders as a whole. The Board believes that the re-election of Mr. Chow Kwong Fai, Edward is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders (including the Independent Shareholders) to vote in favour of the resolutions to be proposed at the EGM.

Your attention is drawn to the “Letter from the Independent Board Committee” as set out on pages 12 and 13 of this circular, which sets out the recommendation of the Independent Board Committee to the Independent Shareholders.

By order of the Board  
**China Aircraft Leasing Group Holdings Limited**  
**CHEN SHUANG**  
*Executive Director, Chairman  
and Chief Executive Officer*

**CALC****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)**

5 August 2016

*To the Independent Shareholders*

Dear Sir/Madam,

**GRANT OF OPTIONS  
UNDER THE POST-IPO SHARE OPTION SCHEME**

We refer to the circular of China Aircraft Leasing Group Holdings Limited (the “**Company**”) dated 5 August 2016 to the Shareholders (the “**Circular**”) of which this letter forms part. Terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

This letter sets out our recommendation to the Independent Shareholders for Director Options and the Independent Shareholders for Senior Staff Options as to voting in relation to the resolution to be proposed at the EGM for the approval of the conditional Grant of Options to Mr. Chen, an executive Director, and Ms. Ng, an associate of a substantial shareholder of the Company, on the Date of Grant.

Mr. Chen is the Chairman, Chief Executive Officer and an executive Director of the Company. Ms. Ng is a senior management staff of a subsidiary of the Company and an associate of a substantial shareholder of the Company. The Grant of Options is determined by reference to their individual performance and contributions to the Group in light of the Company’s performance in the past years. The Grant of Options has been reviewed and recommended by the Remuneration Committee of the Company to the Board for approval.

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**APPENDIX I                      LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

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Having considered the performance of Mr. Chen and Ms. Ng in the past years and the Company's strategy to promote continuous sustainable growth, to incentivise for the continuing commitment and contributions towards the growth of the Group, we are of the view that the terms of the Grant of Options are fair and reasonable and in the interest of the Company and its Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approval the Grant of Options.

Yours faithfully,  
For and behalf of  
the Independent Board Committee

**Fan Yan Hok, Philip**

*Independent  
non-executive  
Director*

**Nien Van Jin,  
Robert**

*Independent  
non-executive  
Director*

**Cheok Albert  
Saychuan**

*Independent  
non-executive  
Director*

**Chow Kwong Fai,  
Edward, JP**

*Independent  
non-executive  
Director*

*The following are the particulars of Mr. Chow Kwong Fai, Edward proposed to be elected at the EGM.*

Mr. Chow Kwong Fai, Edward, *JP*, aged 63, is an independent non-executive Director appointed on 19 July 2016. Mr. Chow is also a member of each of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Chow holds an honours bachelor's degree in business studies from Middlesex Polytechnic (now Middlesex University) in the United Kingdom and is a fellow member of The Institute of Chartered Accountants in England and Wales ("**ICAEW**") and chairman of its Hong Kong Chapter. He served on the Council of ICAEW for six years from 2000 to June 2016 and chaired its Commercial Board. He is a past president of the Hong Kong Institute of Certified Public Accountants and chaired its Corporate Governance Committee and Professional Accountants in Business Committee. He also served as a Deputy Chairman of The Hong Kong Institute of Directors, of which he is a fellow member, chaired the Professional Accountants in Business Committee of the International Federation of Accountants and served as an expert advisor of the Accounting Standards Committee of the Ministry of Finance, the People's Republic of China.

Mr. Chow was appointed a Justice of Peace by the Chief Executive of Hong Kong in July 2008 and was an awardee of the Directors of the Year Award 2010 in the non-executive director of listed companies (SEHK – Hang Seng Index Constituents) category, awarded by the Hong Kong Institute of Directors.

Mr. Chow is currently a core member of the OECD/World Bank Asian Corporate Governance Roundtable, the Chairman of China Infrastructure Group, an advisor of the Business and Professionals Federation of Hong Kong, a Standing Committee member and a convenor of the Eleventh Zhejiang Province Committee of the Chinese People's Political Consultative Conference, a member of the Election Committee of Hong Kong, a non-executive director of the Urban Renewal Authority, a member of Council and Court of The University of Hong Kong. Mr. Chow is also an independent non-executive director of Wing Lung Bank Limited, Redco Properties Group Limited (SEHK stock code: 1622) and Melco International Development Limited (SEHK stock code: 200). Mr. Chow was previously the chairman of CIG Yangtze Ports PLC and an independent non-executive director of COSCO Pacific Limited and China Merchants Bank Co., Ltd., all are public listed companies in Hong Kong.



Prior to entering the commercial sector, Mr. Chow spent 11 years working in two major accounting firms, Deloitte Haskins & Sells and Price Waterhouse (as they were then known), respectively in London and Hong Kong.

Mr. Chow has entered into a service contract with the Company for an initial term from 19 July 2016 up to the date of the first general meeting of the Company after appointment. Upon re-election as an independent non-executive Director at the first general meeting of the Company after appointment, the Company will enter into a service contract with Mr. Chow for a term of three years subject to the arrangements of retirement and re-election at the general meeting of the Company in accordance with the Articles of Association and the Listing Rules. The maximum term of any service contract between the Company and Mr. Chow will not exceed three years. Mr. Chow is entitled to a total fee of HK\$370,000 per annum (including a Director's fee of HK\$200,000, fees of HK\$80,000 for being a member of Audit Committee, HK\$50,000 for being a member of Remuneration Committee and HK\$40,000 for being a member of Nomination Committee) and a meeting allowance of HK\$5,000 for each board meeting, committee meeting and general meeting. The Director's fee was determined by the Board after considering the recommendation of the Remuneration Committee of the Company, which was made taking into account Mr. Chow's qualification and experience.

Save as disclosed above, Mr. Chow (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries and does not have any other relationship with any Directors, senior management, substantial shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Chow held 200,000 share options with the right to subscribe for 200,000 Shares, representing approximately 0.03% of the issued share capital of the Company) pursuant to the Post-IPO Share Option Scheme. Save as disclosed above, Mr. Chow is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters concerning Mr. Chow that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

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## NOTICE OF EGM

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# ***CALC***

## **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 IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) 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 Tuesday, 23 August 2016 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the grant of options to subscribe for 10,000,000 shares of the Company (“**Shares**”) to Mr. Chen Shuang, an executive Director of the Company, subject to and in accordance with the terms of the post-IPO share option scheme adopted by the Company on 23 June 2014 and became effective on 11 July 2014 (“**Post-IPO Share Option Scheme**”), be and is hereby approved, confirmed and ratified; and
- (b) any one Director or the Company Secretary 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 to give full effect to such grant of options.”

2. **“THAT**

- (a) the grant of options to subscribe for 3,800,000 Shares to Ms. Christina Ng, an associate of a substantial shareholder of the Company, subject to and in accordance with the terms of the Post-IPO Share Option Scheme, be and is hereby approved, confirmed and ratified; and

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## NOTICE OF EGM

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- (b) any one Director or the Company Secretary 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 to give full effect to such grant of options.”
3. “**THAT** Mr. Chow Kwong Fai, Edward, *JP* be re-elected as an independent non-executive Director of the Company and to authorise the board of Directors of the Company to fix the remuneration.”

By order of the Board  
**China Aircraft Leasing Group Holdings Limited**  
**CHEN SHUANG**  
*Executive Director, Chairman*  
*and Chief Executive Officer*

Hong Kong, 5 August 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, Mr. CHEOK Albert Saychuan and Mr. CHOW Kwong Fai, Edward, JP.*

*Notes:*

1. The form of proxy for use at the EGM is enclosed with the circular dated 5 August 2016 to be despatched to shareholders of the Company (“Shareholders”).
2. 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.
3. 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 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.
4. 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 fixed for holding the EGM or adjourned meeting thereof.

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## NOTICE OF EGM

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5. In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of Shareholders will be closed from Monday, 22 August 2016 to Tuesday, 23 August 2016 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of Shareholders on Tuesday, 23 August 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 and transfer office, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Friday, 19 August 2016.
6. Completion and return of the form of proxy or an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the EGM and/or any adjournment thereof, should he/she so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Where there are joint registered Shareholders of any Share, any one of such joint Shareholders 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 Shareholders are present at the EGM, whether in person or by proxy, the joint registered Shareholder present whose name stands first on the register of Shareholders in respect of the Shares shall be accepted to the exclusion of the votes of the other registered Shareholders.
8. 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.
9. The biographical details and other particulars relating to the re-electing Director are set out in Appendix II to the circular of the Company dated 5 August 2016.
10. 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.