



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” or “EGM”)
TO BE HELD ON 23 AUGUST 2016 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 Tuesday, 23 August 2016, at 9:30 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. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 5 August 2016 in relation to the Meeting.

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 ^(Note 4).

| ORDINARY RESOLUTIONS | | FOR | AGAINST |
|----------------------|--|-----|---------|
| 1. | <p>“THAT</p> <p>(a) the grant of options to subscribe for 10,000,000 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</p> <p>(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.”</p> | | |
| 2. | <p>“THAT</p> <p>(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</p> <p>(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.”</p> | | |
| 3. | <p>“THAT Mr. Chow Kwong Fai, Edward, <i>JP</i> 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.” ^(Note 11)</p> | | |

Date: _____

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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).
3. 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.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the relevant box below the box marked “FOR”. If you wish to vote against a resolution, tick in the relevant box below 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.
5. 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.
6. 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.
7. 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 and transfer office of the Company, 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 of the Meeting or the adjourned Meeting (as the case may be).
8. 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.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. 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.
11. 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) The Personal Data provided in this form of proxy may be used in connection with processing your appointment of proxy(ies) in the Meeting and instructions. Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies who are authorised by law to request the information for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.