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

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The logo for China Aircraft Leasing Group Holdings Limited, consisting of the letters 'CALC' in a bold, blue, italicized sans-serif font.

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)

PROPOSALS FOR
(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at Admiralty Conference Centre, 1804, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Friday, 10 May 2019 at 9:30 am is set out on pages 18 to 23 of this circular. Whether or not Shareholders are able to attend the Annual General Meeting, Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should Shareholders so wish.

4 April 2019

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be held at Admiralty Conference Centre, 1804, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Friday, 10 May 2019 at 9:30 am and any adjournment thereof;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules;
“Board”	the board of directors of the Company;
“close associate(s)”	shall have the meaning ascribed to it under the Listing Rules;
“Companies Law”	the Companies Law of the Cayman Islands, as amended from time to time;
“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;
“connected persons”	shall have the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Latest Practicable Date”	29 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“PRC”	The People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“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;
“Share Issue Mandate”	a general mandate to be given to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of Shares in issue at the date of passing the relevant ordinary resolution;
“Share Repurchase Mandate”	a general and unconditional mandate to be given to the Directors to exercise the powers of the Company to repurchase at any time until the next annual general meeting of the Company or such earlier period as stated in the Share Repurchase Resolution the Shares up to a maximum of 10% of the fully paid-up issued Shares at the date of passing of the Share Repurchase Resolution;
“Share Repurchase Resolution”	the ordinary resolution referred to in numbered 6 of the notice of the Annual General Meeting;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Subsidiary(ies)”	subsidiary(ies) of the Company for the time being;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers;
“%”	per cent.

LETTER FROM THE BOARD



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, *JP (Chairman)*

Mr. POON Ho Man *(Chief Executive Officer)*

Ms. LIU Wanting *(Deputy Chief Executive Officer)*

Non-executive Director:

Mr. TANG Chi Chun

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 Hong Kong:

28th Floor, Far East Finance Centre

16 Harcourt Road

Hong Kong

4 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information relating to, inter alia, the proposed renewal of the Share Repurchase Mandate, the Share Issue Mandate and the extended Share Issue Mandate, the proposed re-election of Directors who are going to retire and offer themselves for re-election at the Annual General Meeting and to give Shareholders the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

The latest general mandate to repurchase Shares up to a maximum of 10% of the fully paid-up issued Shares was granted to the Directors at the 2018 annual general meeting of the Company on 9 May 2018. This general mandate will lapse at the conclusion of the Annual General Meeting unless renewed at that meeting.

Therefore, the Share Repurchase Resolution will be proposed at the Annual General Meeting to seek the approval of the Shareholders to grant to the Directors the Share Repurchase Mandate. The Share Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the ordinary resolution numbered 6 of the notice of the Annual General Meeting.

Shareholders should refer to the explanatory statement contained in Appendix I to this circular, which sets out further information in relation to the Share Repurchase Mandate.

3. GENERAL MANDATE TO ISSUE NEW SHARES

The ordinary resolution to grant the Share Issue Mandate will be proposed at the Annual General Meeting. As at the Latest Practicable Date, the issued share capital of the Company comprised 677,269,380 fully paid-up Shares. If there is no allotment or repurchase of the Shares between the Latest Practicable Date and the date of Annual General Meeting, the Share Issue Mandate shall not exceed 135,453,876 Shares.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Chen Shuang, Mr. Tang Chi Chun and Mr. Chow Kwong Fai, Edward, shall retire by rotation. All of them, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors to be re-elected are set out in Appendix II to this circular under the relevant requirements of the Listing Rules.

The Board, upon the recommendation of the Nomination Committee of the Company, has proposed the re-election of the retiring Directors. Such proposal will be put forward at the Annual General Meeting for Shareholders' consideration and approval by way of ordinary resolutions.

LETTER FROM THE BOARD

5. CLOSURE OF REGISTER OF MEMBERS

The Board has on 21 March 2019 announced its recommendation of a final dividend for the year ended 31 December 2018 of HK\$0.44 per share payable to Shareholders on the register of members of the Company on 22 May 2019. The proposed final dividend will be paid on or about 6 June 2019, following approval at the Annual General Meeting.

For the purpose of determining Shareholders' eligibility to attend and vote at the Annual General Meeting and entitlement to the proposed final dividend, the register of members of the Company will be closed in accordance with the following timetable:

- (i) For determining Shareholders' eligibility to attend and vote at the Annual General Meeting:
 - a. Latest time to lodge transfer documents for registration 4:30 pm on 6 May 2019
 - b. Closure of register of members 7 May 2019 to 10 May 2019
(both dates inclusive)

- (ii) For determining entitlement to the final dividend:
 - a. Latest time to lodge transfer documents for registration 4:30 pm on 20 May 2019
 - b. Closure of register of members 21 May 2019 to 22 May 2019
(both dates inclusive)
 - c. Record date 22 May 2019

During the above closure periods, no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, or to qualify for the proposed final dividend, all properly completed transfer forms, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than the time set out above.

LETTER FROM THE BOARD

6. 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 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 18 to 23 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not Shareholders are able to attend the meeting, Shareholders 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 Annual General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting should Shareholders so wish.

8. RECOMMENDATION

The Directors consider that the resolutions, including but without limitation to, the proposed renewal of the Share Repurchase Mandate, the Share Issue Mandate and the extended Share Issue Mandate and the proposed re-election of the retiring Directors, as set out respectively in the notice of the Annual General Meeting are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
China Aircraft Leasing Group Holdings Limited
POON HO MAN
Executive Director and Chief Executive Officer

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the Annual General Meeting.

SHARE REPURCHASE PROPOSAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 677,269,380 fully paid-up Shares. It is proposed that up to a maximum of 10 per cent. of the fully paid-up Shares in issue at the date of passing of the Share Repurchase Resolution to approve the Share Repurchase Mandate may be repurchased by the Company. Subject to the passing of the Share Repurchase Resolution, on the basis that no further Shares are issued prior to the Annual General Meeting and ignoring other restrictions, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a maximum of 67,726,938 fully paid-up Shares.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interest of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for such purpose and in accordance with the Articles of Association, the Companies Law, the applicable laws of Cayman Islands and Hong Kong, as well as the Listing Rules. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid either out of the profits of the Company or out of the share premium account before or at the time the Shares are repurchased by the Company in the manner provided in the Companies Law.

Under the Companies Law, the Shares so repurchased will be treated as cancelled upon Share repurchase, unless the Directors resolve prior to the Share repurchase that upon the Share repurchase the Shares shall be held in the name of the Company as treasury shares. The aggregate amount of authorised share capital will not be reduced as a consequence of the Share repurchase. In addition, the listing of Shares so repurchased shall be automatically cancelled upon repurchase in accordance with Rule 10.06(5) of the Listing Rules.

At present, the Directors have no intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interest of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital but possibly not the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2018, being the date the latest published audited consolidated financial statements of the Company. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS' UNDERTAKING AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases pursuant to the Share Repurchase Resolution will be in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have a present intention, in the event that the Share Repurchase Resolution is adopted by Shareholders, to sell Shares to the Company or its subsidiaries.

No connected persons have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If, on the exercise of the power to buy back Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, (i) China Everbright Limited together with its close associates are interested in 230,595,479 Shares representing approximately 34.1% of the issued Shares; and (ii) Mr. POON Ho Man together with his close associates are interested in 197,554,589 Shares representing approximately 29.2% of the issued Shares. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate, then (if the present shareholdings remain the same), the shareholdings of China Everbright Limited together with its close associates and Mr. POON Ho Man together with his close associates will be increased to approximately 37.8% and 32.4% of the issued Shares respectively.

Based on such shareholdings and in the event the Directors exercised in full the power to repurchase Shares pursuant to the Share Repurchase Mandate, an obligation to make a general offer by China Everbright Limited and Mr. POON Ho Man to Shareholders under Rule 26 of the Takeovers Code may arise. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any share repurchase being made under the Share Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in a reduction of the amount of Shares held by the public to less than 25%. The Directors do not intend to repurchase Shares to an extent which would reduce the aggregate number of Shares held by the public to less than 25%.

SHARE REPURCHASES MADE BY THE COMPANY

The Company repurchased a total of 914,000 Shares on the Stock Exchange for the year ended 31 December 2018 at an aggregate consideration of approximately HK\$7,234,000.00 (before expense). All the repurchased Shares were subsequently cancelled by the Company on 13 July 2018. Particulars of the repurchases are as follows:

Date	Number of Shares repurchased	Purchase price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
26 June 2018	142,000	7.99	7.93	1,131,172.00
27 June 2018	10,500	7.99	7.99	83,895.00
28 June 2018	284,500	7.95	7.92	2,257,930.00
3 July 2018	177,000	7.90	7.87	1,397,490.00
4 July 2018	<u>300,000</u>	7.91	7.85	<u>2,364,000.00</u>
Total	<u>914,000</u>	7.99	7.85	<u>7,234,487.00</u>

Save as disclosed above, during the year ended 31 December 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

MARKET PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the previous 12 months immediately prior to the Latest Practicable Date were as follows:

Year	Month	Shares		
		Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>	
2018	March	8.47	7.60	
	April	8.60	8.19	
	May	8.58	7.84	
	June	8.52	7.76	
	July	8.12	7.70	
	August	8.53	7.48	
	September	8.50	7.91	
	October	8.50	7.72	
	November	8.24	7.81	
	December	8.32	7.83	
	2019	January	8.46	7.74
		February	9.29	8.39
March		9.45	8.34	

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Mr. CHEN Shuang, JP, aged 51, is the Chairman, an executive Director and is also the Chairman of the Strategy Committee of the Company. Mr. CHEN is responsible for formulating the Group's overall strategic planning and directions. Mr. CHEN is also the chairman and a director of Aircraft Recycling International Limited (“**ARI**”), a commonly held entity of the Company.

Mr. CHEN holds a master of law degree from East China University of Political Science and Law (華東政法大學) and a diploma in legal studies from the School of Professional and Continuing Education of The University of Hong Kong. Mr. CHEN is a qualified lawyer in the PRC and a senior economist. Prior to joining China Everbright Group, Mr. CHEN was the chief of the Legal Department of Bank of Communications and has over 26 years of extensive experience in commercial banking and investment banking.

Mr. CHEN is an executive director and the chief executive officer, a member of the executive committee and the strategy committee of the board, as well as the chairman of the management decision committee of China Everbright Limited, a company listed on the Stock Exchange (stock code: 165). Mr. CHEN is also an executive director and deputy general manager of China Everbright Holdings Company Limited, the chairman of Everbright Jiabao Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: SH 600622), and the chairman and a non-executive director of Kinergy Corporation Ltd., a company listed on the Stock Exchange (stock code: 3302). Mr. CHEN is currently the permanent honorary chairman of Chinese Financial Association of Hong Kong, the chairman of Hong Kong Aircraft Leasing and Aviation Finance Association, a visiting professor of East China University of Political Science and Law (華東政法大學), the vice-chairman of China Mergers and Acquisitions Association, the vice-chairman of Chinese Securities Association of Hong Kong, a member of the strategic committee of France China Foundation, a council member of Chinese Foundation for Lifeline Express, counsellor of Our Hong Kong Foundation and a member of the Hong Kong Institute of Directors (the “**HKIoD**”). Previously, Mr. CHEN was a non-official member of the Financial Services Development Council of Hong Kong.

As at the Latest Practicable Date, Mr. CHEN had personal interest in 400,000 Shares (representing approximately 0.06% of the issued Shares and was interested in share option with rights to subscribe for 10,000,000 Shares (representing approximately 1.48% of the issued Shares) pursuant to the post-IPO share option scheme of the Company. Save as disclosed above, Mr. CHEN is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The Company has entered into a service contract with Mr. CHEN and the term of his service is subject to the arrangements of retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules, as amended from time to time. For the financial year ended 31 December 2018, Mr. CHEN is entitled to a discretionary management bonus of HK\$5,000,000. Details of his emoluments are set out in note 33(a) to the consolidated financial statements in the 2018 Annual Report.

Save as disclosed above, Mr. CHEN (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 positions 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.

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

Mr. TANG Chi Chun, aged 57, is a non-executive Director appointed on 12 August 2013 and is also a member of the Strategy Committee of the Company. Mr. TANG is responsible for advising the business development and financial related operations of the Group. Mr. TANG is also a director of ARI.

Mr. TANG is a Certified Public Accountant and is a graduate of the Accountancy Department, Hong Kong Polytechnic (now known as Hong Kong Polytechnic University). Mr. TANG is a member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and a member of the HKIoD. He is also a founding member of Hong Kong Business Accountants Association. Mr. TANG has over 30 years of experience in audit, investment, accounting, and finance. Since 1990, Mr. TANG had been engaged as head of the financial and operational operations of various international financial institutions.

Mr. TANG is an executive director and the chief financial officer of China Everbright Limited, a company listed on the Stock Exchange (stock code: 165). Mr. TANG was a director of Everbright Securities Company Limited, a company listed on the Shanghai Stock Exchange (stock code: SH 601788) and the Stock Exchange (Stock Code: 6178) from February 2008 to January 2011.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. TANG had personal interest in 200,000 Shares (representing approximately 0.03% of the issued Shares). Save as disclosed above, Mr. TANG is not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. TANG and the term of his service is subject to the arrangements of retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules, as amended from time to time. Mr. TANG is currently entitled to a Director's fee of HK\$200,000 per annum and a meeting allowance of HK\$5,000 for each board meeting and general meeting.

The Director's emoluments of Mr. TANG was determined by the Board after considering the recommendation of the Remuneration Committee of the Company, which was made taking into account Mr. TANG's qualification and experience. For the financial year ended 31 December 2018, Mr. TANG received the total emolument of HK\$235,000 which included Director's fee and meeting allowance. Details of his emoluments are set out in note 33(a) to the consolidated financial statements in the 2018 Annual Report.

Save as disclosed above, Mr. TANG (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 positions 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.

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

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chow Kwong Fai, Edward, JP, aged 66, is an independent non-executive Director appointed on 19 July 2016. Mr. CHOW is also the chairman of Audit Committee, a member of each of 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 and council member of The Institute of Chartered Accountants in England and Wales and the chairman of its Hong Kong Chapter. He also chaired its Commercial Board. He is a past president of the HKICPA and chaired its Corporate Governance Committee and Professional Accountants in Business Committee. He also served as a Deputy Chairman of the HKIoD, of which he is a fellow member, chaired the Professional Accountants in Business Committee of the International Federation of Accountants, served as an expert advisor of the Accounting Standards Committee of the Ministry of Finance, the PRC and was a Standing Committee member and a convenor of the Eleventh Zhejiang Province Committee of the Chinese People's Political Consultative Conference, and a member of the Election Committee of Hong Kong.

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 HKIoD.

Mr. CHOW is currently a core member of the Organisation for Economic Co-operation and Development/World Bank Asian Corporate Governance Roundtable, an adviser of the Business and Professionals Federation of Hong Kong, a non-executive director of the Urban Renewal Authority and a member of Council and Court of The University of Hong Kong.

Mr. CHOW is an independent non-executive director of CMB Wing Lung Bank Limited and two companies listed on the Stock Exchange, namely Redco Properties Group Limited (stock code: 1622) and Melco International Development Limited (stock code: 200).

Mr. CHOW was an independent non-executive director of COSCO SHIPPING Ports Limited (stock code: 1199) and China Merchants Bank Co., Ltd. (stock code: 3968), both companies listed on the Stock Exchange.

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.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. CHOW was interested in share option with the rights to subscribe for 200,000 Shares, (representing approximately 0.03% of the issued Shares) pursuant to the post-IPO share option scheme of the Company. 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 SFO.

The Company has entered into a service contract with Mr. CHOW and the term of his service is subject to the arrangements of retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules, as amended from time to time. Mr. CHOW is currently entitled to a total fee of HK\$390,000 per annum (including a Director's fee of HK\$200,000, fees of HK\$100,000 for being the chairman of Audit Committee, HK\$40,000 for being a member of Remuneration Committee and HK\$50,000 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 emoluments of Mr. CHOW 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. For the financial year ended 31 December 2018, Mr. CHOW received the total emolument of HK\$455,000 which included Director's and committee members' fee and meeting allowance. Details of his emoluments are set out in note 33(a) to the consolidated financial statements in the 2018 Annual Report.

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.

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

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Aircraft Leasing Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Admiralty Conference Centre, 1804, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Friday, 10 May 2019 at 9:30 am for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditor for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.44 per share for the year ended 31 December 2018.
3. (i) To re-elect the following retiring directors:
 - (a) Mr. Chen Shuang;
 - (b) Mr. Tang Chi Chun; and
 - (c) Mr. Chow Kwong Fai, Edward.
- (ii) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

5. **“THAT:**
- (i) subject to paragraph 5(iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and/or options which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph 5(i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
 - (iii) the aggregate number of shares allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph 5(i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (iv) for the purpose of this resolution:
- (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company; or
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (b) **“Rights Issue”** means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their then holdings of shares as at that date (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT:**

- (i) subject to paragraph 6(ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange and, subject to and in accordance with all applicable laws, the Hong Kong Code on Share Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company, which the Company is authorised to repurchase pursuant to the approval in paragraph 6(i) above shall not exceed 10% of the aggregate number of shares of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the resolutions numbered 5 and 6 as set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and/or options which may require the exercise of such powers pursuant to the ordinary resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate of a number representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6 as set out in the notice convening this meeting, provided that such number shall not exceed 10% of the aggregate number of shares of the Company in issue at the date of passing of this resolution.”

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

Hong Kong, 4 April 2019

Principal Place of Business in Hong Kong:
28th Floor, Far East Finance Centre
16 Harcourt Road
Hong Kong

*Registered Office in the
Cayman Islands:*
Maples Corporate Services Limited
PO Box 309, Umland House
Grand Cayman, KY1-1104
Cayman Islands

Notes:

1. A form of proxy for use at the meeting is enclosed with the circular dated 4 April 2019 to the despatched to shareholders of the Company.
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. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited ("Tricor"), at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
5. The register of members of the Company will be closed from Tuesday, 7 May 2019 to Friday, 10 May 2019, both days inclusive, on which no transfer of shares will be registered. Shareholders are reminded that, in order to qualify for attendance of the annual general meeting, they must lodge properly completed transfer forms together with the certificates for the relevant shares with Tricor at the above mentioned address not later than 4:30 pm on Monday, 6 May 2019.
6. The registers of members of the Company will also be closed from Tuesday, 21 May 2019 to Wednesday, 22 May 2019, both days inclusive, on which no transfer of shares will be registered. Shareholders are reminded that, in order to qualify for the proposed final dividend, they must lodge properly completed transfer forms together with the certificates for the relevant shares with Tricor at the above mentioned address not later than 4:30 pm on Monday, 20 May 2019.
7. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should shareholders of the Company so wish, and in such an event, the form of proxy shall be deemed to be revoked.
8. Where there are joint registered holders of any share, any one of such joint holders 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 holders are present at the meeting, whether in person or by proxy, the joint registered holder so present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
9. In relation to re-election of retiring directors in the ordinary resolution numbered 3, the biographical details of the retiring directors standing for re-election at the meeting are disclosed in Appendix II to the circular dated 4 April 2019 to be despatched to shareholders of the Company.
10. In case the above annual general meeting 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 annual general meeting.

As at the date of this notice, (i) the executive Directors are Mr. CHEN Shuang, JP, Mr. POON Ho Man and Ms. LIU Wanting; (ii) the non-executive Director is Mr. TANG Chi Chun; 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.