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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 (the “**Company**”) will be held at 38th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Friday, 31 July 2020 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolution of the Company.

### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) each of the seven aircraft sale and purchase agreements dated 2 July 2020 (collectively, the “**Aircraft Sale and Purchase Agreements**”) entered into between the Company (through seven of its wholly-owned special purpose vehicles, as vendors) and Everbright Financial Leasing Co., Ltd. (光大金融租賃股份有限公司) (“**CEB Leasing**”) (through its wholly-owned special purpose vehicles, as purchasers) (copies of which are produced to the EGM marked “A” and signed by the Chairman of the EGM for the purpose of identification) pursuant to which the Company agreed to sell and CEB Leasing agreed to purchase seven Boeing B737-800 aircraft with leases attached, and the transactions contemplated under such agreements, be and are hereby approved, ratified and confirmed; and

- (b) any one of the directors of the Company be and is hereby authorised to do all such acts or things and sign all documents necessary by him/her to be incidental to, ancillary to or in connection with the Aircraft Sale and Purchase Agreements and the transactions contemplated under such agreements.”

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

Hong Kong, 9 July 2020

*As at the date of this notice, (i) the Executive Directors are Mr. ZHAO Wei, 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 and Mr. CHEOK Albert Saychuan.*

*Notes:*

1. The form of proxy for use at the EGM is enclosed with the circular dated 9 July 2020 to be despatched to shareholders of the Company (the “**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 of the Company (the “**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 54, 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.

5. In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 29 July 2020 to Friday, 31 July 2020 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on 31 July 2020 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Tuesday, 28 July 2020.
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 members of the Company 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 resolution will be decided by way of poll.
9. In case the EGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, or "extreme conditions" caused by super typhoons, 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.