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CHINA AIRCRAFT LEASING GROUP HOLDINGS LIMITED
中國飛機租賃集團控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 1848)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China Aircraft Leasing Group Holdings Limited will be held at 38th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 10 March 2021 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolutions of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 23 February 2021.

ORDINARY RESOLUTIONS

1. The Third Supplemental Shareholders’ Loan and Guarantee Agreement and the New Annual Caps

“THAT

- (a) the third supplemental shareholders’ loan and guarantee agreement dated 26 January 2021 entered into between Aircraft Recycling International Limited, Aircraft Recycling International Holdings Limited, China Aero Investments Limited, Sky Cheer International Limited and Neo Modern Limited (the “**Third Supplemental Shareholders’ Loan and Guarantee Agreement**”) (a copy of which is produced to the EGM marked “A” and signed by the Chairman of the EGM for the purpose of identification) be and is hereby approved, confirmed and ratified;

- (b) the proposed new annual caps for the years ending 31 December 2021, 2022 and 2023 for the transactions contemplated under the Shareholders' Loan and Guarantee Agreement dated 6 April 2016 (and together with all those agreements specified as supplemental thereto) (the “**New Annual Caps**”) be and are hereby approved, confirmed and ratified; and
- (c) any one director of the Company (the “**Directors**”) be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Third Supplemental Shareholders' Loan and Guarantee Agreement, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Third Supplemental Shareholders' Loan and Guarantee Agreement and the transactions contemplated thereunder, and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

2. Re-election of the retiring Director, Dr. Tse Hiu Tung, Sheldon

“**THAT**

- (a) the retiring Director, Dr. Tse Hiu Tung, Sheldon, be and is hereby re-elected as a Director; and
- (b) the board of Directors be and is hereby authorised to fix the remuneration of Dr. Tse Hiu Tung, Sheldon.”

By order of the Board

China Aircraft Leasing Group Holdings Limited

POON HO MAN

Executive Director and Chief Executive Officer

Hong Kong, 23 February 2021

As at the date of this notice, (i) the Executive Directors are Dr. 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, Mr. CHEOK Albert Saychuan and Dr. TSE Hiu Tung, Sheldon.

Notes:

1. In order to determine the list of shareholders of the Company (the “**Shareholders**”) who are entitled to attend and vote at the EGM, the register of the Shareholders will be closed from Friday, 5 March 2021, to Wednesday, 10 March 2021 (both days inclusive), during which no transfer of Shares will be registered. Shareholders whose names appear on the register of the Shareholders on Wednesday, 10 March 2021 will be 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 Thursday, 4 March 2021.
2. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more Shares, more than one proxy to attend and, subject to the provisions of the memorandum and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
4. 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.
5. As required under the Listing Rules, the above resolutions will be decided by way of poll.
6. In relation to re-election of the retiring Director, Dr. Tse Hiu Tung, Sheldon, in the ordinary resolution numbered 2, the biographical details of Dr. Tse Hiu Tung, Sheldon, who will stand for re-election at the EGM are disclosed in Appendix II to the circular dated 23 February 2021 to be dispatched to the Shareholders.
7. 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 (www.hkexnews.hk) and the Company’s website (www.calc.com.hk) for announcement on bad weather arrangement for the EGM.
8. The form of proxy in connection with the EGM is enclosed with the circular dated 23 February 2021 to be dispatched to the Shareholders.