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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 48/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong on Monday, 23 May 2022 at 11:30 a.m. (or as soon thereafter as the annual general meeting of the Company convened for the same day and place shall have concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the extension of the validity period of all the outstanding options to subscribe for 10,000,000 shares of the Company granted to Dr. ZHAO Wei, the Chairman of the Company and an executive director of the Company (“**Director**”), by two years from the date following the expiry of the initial validity period, being 18 April 2022 (inclusive) to 17 April 2024 (inclusive), 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, 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 extension of the validity period of options granted.”

By order of the Board

China Aircraft Leasing Group Holdings Limited

POON HO MAN

Executive Director and Chief Executive Officer

Hong Kong, 28 April 2022

Notes:

1. The form of proxy for use at the EGM is enclosed with the circular dated 28 April 2022 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 Shareholder 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, 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 Shareholder 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 of authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (“**Tricor**”) 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 (“**Register of Members**”) will be closed from Wednesday, 18 May 2022 to Monday, 23 May 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the Register of Members on Monday, 23 May 2022 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 at the above mentioned address no later than 4:30 p.m. on Tuesday, 17 May 2022.
6. Completion and return of the form of proxy or an instrument appointing a proxy will not preclude a Shareholder 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 of the Company, 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 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, all resolutions 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 condition” 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 <https://www.calc.com.hk> for announcement on bad weather arrangement for the EGM.
10. Due to the potentially unpredictable development of the COVID-19 epidemic, the Company may be required to change the meeting arrangements for the EGM at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company’s website at <https://www.calc.com.hk> for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

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. WANG Hongyang; 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.