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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)

**(1) DISCLOSEABLE AND CONNECTED TRANSACTION –
DISPOSAL OF SHARES OF ARI AND THE CADC PROJECT AND
(2) DISCLOSEABLE AND
CONTINUING CONNECTED TRANSACTION –
PROVISION OF FINANCIAL ASSISTANCE TO ARI**

**POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 30 JUNE 2016**

Reference is made to the circular of China Aircraft Leasing Group Holdings Limited (the “Company”) dated 10 June 2016 (the “Circular”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Circular.

The board of directors (the “Board”) of the Company is pleased to announce that an ordinary resolution (the “Resolution”) which was proposed at the extraordinary general meeting held on 30 June 2016 (the “EGM”) to, among other things, approve, confirm and ratify the ARI Agreements and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll.

The poll result in respect of the Resolution was as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify: (a) the Investment Agreement dated 6 April 2016 entered into between the Company, ARI, ARI Holdings, China Aero, Sky Cheer and Neo Modern in relation to the subscription of ARI Shares and the CADC Disposal; and (b) the Option Agreement dated 6 April 2016 entered into between ARI Holdings and ARI in relation to the grant of option to require ARI to allot and issue to ARI Holdings ARI shares; and	68,115,221 (99.98%)	15,500 (0.02%)

<p>(c) the Shareholders' Agreement dated 6 April 2016 entered into between ARI, ARI Holdings, China Aero, Sky Cheer and Neo Modern to regulate the relationship of ARI and the ARI Shareholders; and</p> <p>(d) the Shareholders' Loan and Guarantee Agreement dated 6 April 2016 entered into between ARI, ARI Holdings, China Aero, Sky Cheer and Neo Modern in relation to the provision of shareholders' loan from the ARI Shareholders and to provide guarantee for loans from banks, financial or other institutions, and the Proposed Annual Caps for the transactions contemplated thereunder for the years of 2016, 2017 and 2018; and</p> <p>(e) the Share Mortgage dated 6 April 2016 entered into between ARI and ARI Holdings, by which ARI is to charge the entire issued share capital in CAD; and</p> <p>(f) To authorize any one Director of the Company 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 ARI Agreements, 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 each of the ARI Agreements and the transactions 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.</p>		
<p>As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.</p>		

Notes:

- (1) As at the date of the EGM, there were a total of 622,783,840 shares of the Company in issue.
- (2) Friedmann Pacific Asset Management Limited together with its associates; and China Everbright Limited together with its associates, which are interested in 192,012,589 Shares and 216,719,479 Shares, representing approximately 30.8% and 34.8% of the issued share capital of the Company as at the date of the EGM, respectively, were required to abstain from voting on the Resolution and had done so at the EGM.
- (3) There were a total of 214,051,772 Shares entitling the Independent Shareholders to attend and vote on the Resolution at the EGM.
- (4) There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules.
- (5) Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as scrutineer for the vote-taking at the EGM.

By order of the Board
China Aircraft Leasing Group Holdings Limited
CHEN Shuang
*Executive Director, Chairman and
Chief Executive Officer*

Hong Kong, 30 June 2016

As at the date of this announcement, (i) the Executive Directors are Mr. CHEN Shuang and Ms. LIU Wanting; (ii) the Non-executive Directors are Mr. TANG Chi Chun, Mr. GUO Zibin and Ms. CHEN Chia-Ling; and (iii) the Independent Non-executive Directors are Mr. FAN Yan Hok, Philip, Mr. NIEN Van Jin, Robert and Mr. CHEOK Albert Saychuan.