



**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)

**FORM OF PROXY**  
**FOR THE EXTRAORDINARY GENERAL MEETING (“MEETING” or “EGM”)**  
**TO BE HELD ON 30 JUNE 2016 OR AT ANY ADJOURNMENT THEREOF**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares (“Shares”) of HK\$0.10 each in the share capital of China Aircraft Leasing Group Holdings Limited (the “Company”), hereby appoint the Chairman of the Meeting <sup>(Note 3)</sup>, or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the Company (or at any adjournment thereof) to be held at Cliftons Hong Kong, 508-520, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Thursday, 30 June 2016, at 10:00 a.m. to vote for me/us and in my/our names(s) on the following resolution as indicated and if no such indication is given as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 10 June 2016 in relation to the Meeting.

Please tick in the appropriate box to indicate how you wish your vote(s) to be cast, and if no such indication is given, your proxy is entitled to vote at his discretion <sup>(Note 4)</sup>.

ORDINARY RESOLUTION		FOR	AGAINST
1.	<p><b>“THAT</b></p> <p>(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 (a copy of which is produced to the EGM marked “A” and signed by the Chairman of the EGM for purpose of identification) be and is hereby approved, confirmed and ratified; and</p> <p>(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 (a copy of which is produced to the EGM marked “B” and signed by the Chairman of the EGM for purpose of identification) be and is hereby approved, confirmed and ratified; and</p> <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 (a copy of which is produced to the EGM marked “C” and signed by the Chairman of the EGM for purpose of identification) be and is hereby approved, confirmed and ratified; 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 (a copy of which is produced to the EGM marked “D” and signed by the Chairman of the EGM for purpose of identification), and the Proposed Annual Caps for the transactions contemplated thereunder for the years of 2016, 2017 and 2018 be and are hereby approved, confirmed and ratified; 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 CADC (a copy of which is produced to the EGM marked “E” and signed by the Chairman of the EGM for purpose of identification) be and is hereby approved, confirmed and ratified; and</p> <p>(f) any one Director 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 of or in connection with the implementation of the Investment Agreement, Option Agreement, Shareholders’ Agreement, Shareholders’ Loan and Guarantee Agreement and the Share Mortgage (collectively be referred to as 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>		

Date: \_\_\_\_\_

Signature <sup>(Note 5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
  2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
  3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
  4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked PERSON WHO SIGNS IT "Chairman of the Meeting" and insert the name and address of the proxy desired in the space pro proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
  5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
  6. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
  7. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
  8. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
  9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
  10. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
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**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**").
- (ii) The Personal Data provided in this form of proxy may be used in connection with processing your appointment of proxy(ies) in the Meeting and instructions. Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies who are authorised by law to request the information for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Privacy Compliance Officer of Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.