



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)

Procedures for shareholders to propose a person for election as director

The articles of association (the “**Articles**”) of China Aircraft Leasing Group Holdings Limited (the “**Company**”) provide two options for the Company’s shareholders (the “**Shareholder**”) to propose a person (a “**Nominated Candidate**”) for election as a director of the Company (“**Director**”), either to fill a casual vacancy on the Board or as an additional Director:

1. by a written requisition to the board of directors of the Company (the “**Board**”) or the company secretary of the Company (“**Company Secretary**”) (the “**Written Requisition Option**”); or
2. by notices from a Shareholder and the Nominated Candidate, served at least seven days prior to a general meeting of the Company (the “**Notice Option**”).

The Written Requisition Option

At the date of deposit of the written requisition, any one or more Shareholders holding together, on a one-vote per share basis, shares representing at least one-tenth of the voting rights at general meetings of the Company may, at any time, require an extraordinary general meeting (the “**EGM**”) to be called by the Board to consider a proposal for a Nominated Candidate to be elected as Director, by depositing a written requisition to the principal office of the Company. The written requisition must specify the identity of the Nominated Candidate proposed to be elected.

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the nomination committee of the Company (the “**Nomination Committee**”), which is authorized to review the structure, size and composition of the Board as necessary (including the skills, knowledge, experience and performance) and to identify and, in accordance with its terms of reference, nominate, suitable candidates for the Board’s consideration, will consider the suitability of the Nominated Candidate so proposed to be elected as Director and, when appropriate, will make a recommendation to the Board in respect of such nomination.

The Board may convene the required EGM within 21 days of the deposit of the written requisition and the EGM must be held within three months after the date of the deposit of the written requisition.

If the Board does not convene the EGM within 21 days after the deposit of the written requisition, the Shareholder(s) who deposited the requisition may proceed to convene the EGM by following the general meeting procedures set out in the Articles and the Listing Rules, as applicable. The Company will reimburse all reasonable expenses incurred by the Shareholder(s) for conducting the EGM as a result of the failure of the Board.

The Notice Option

Pursuant to Article 16.4 of the Articles, no person shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, save that a shareholder of the Company (not being the person to be proposed as a Director) who is qualified to attend and vote at the general meeting for which notice of such general meeting is given may propose a person for election as a Director at the general meeting following the procedures described below. Such procedures are subject to the Articles and applicable legislation and regulations, in particular the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

If a Shareholder wishes to propose a Nominated Candidate for election as a Director at any general meeting:

1. the Shareholder shall lodge with the Company Secretary at such office of the Company as the Board may from time to time determine to be the principal office of the Company:
 - (i) a written notice of his/her/its intention to propose the Nominated Candidate for election as a Director, duly signed by the Shareholder with his/her/its name, shareholding, contact address and contact telephone number stated in an eligible manner; and
 - (ii) a written notice signed by the Nominated Candidate of his/her willingness to be elected as a Director together with biographical details and information of the Nominated Candidate as would be required to be disclosed under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the Shareholder;
2. the period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting; and
3. the minimum length of the period during which such notices to the Company may be given is at least 7 days.
4. The abovementioned notice will be verified with the Company Secretary and upon the confirmation that the request is proper, in accordance with the Articles and in order, the Company Secretary will ask the Nomination Committee and the Board to consider to include the resolution in the agenda for the general meeting proposing the Nominated Candidate to be elected as a Director.