



# 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 ANNUAL GENERAL MEETING (“MEETING”) TO BE HELD ON 16 MAY 2023 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(ies) to attend and vote for me/us and on my/our behalf at the Meeting of the Company (or at any adjournment thereof) to be held at 48th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong on Tuesday, 16 May 2023, at 10:00 a.m. to vote for me/us and in my/our name(s) on the following resolutions as indicated, and if no such indication is given as my/our proxy thinks fit.

Please tick in the appropriate boxes 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/her discretion <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited financial statements and the reports of the directors and the auditor for the year ended 31 December 2022.		
2.	To declare a final dividend of HK\$0.15 per Share for the year ended 31 December 2022.		
3.	(i) To re-elect the following retiring directors:		
	(a) Mr. ZHANG Mingao;		
	(b) Mr. POON Ho Man;		
	(c) Dr. TSE Hiu Tung, Sheldon; and		
	(d) Mr. FAN Chun Wah, Andrew, J.P.		
	(ii) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors.		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the directors to issue new Shares up to 20% as set out in ordinary resolution no. 5.*		
6.	To grant a general mandate to the directors to repurchase Shares up to 10% as set out in ordinary resolution no. 6.*		
7.	To approve the extension of the general mandate to issue new Shares as set out in ordinary resolution no. 7.*		
SPECIAL RESOLUTION		FOR	AGAINST
8.	To approve the proposed amendments to the memorandum and articles of association of the Company and the adoption of the amended and restated memorandum and articles of association of the Company as set out in special resolution no. 8.*		

\* Please refer to the notice of the Meeting for the full text of the resolutions.

Date \_\_\_\_\_ Signature \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “FOR”. If you wish to vote against a resolution, tick in the box marked “AGAINST”. If no direction is given, your 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.
- 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.
- 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/her proxy to attend and vote instead of him/her 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 member may appoint more than one proxy to attend on the same occasion.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, 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).
- In the case of joint registered holders of any Share, 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish, and in such an event, the authority of your proxy will be deemed to be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- “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”).
- 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.
- 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.
- 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong