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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 will be held at 48th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong on Friday, 15 December 2023 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolutions of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 29 November 2023.

ORDINARY RESOLUTIONS

1. The Fourth Supplemental Agreement

“THAT:

- (a) the Fourth Supplemental Agreement (a copy of which is produced to the EGM marked “A” and signed by the Chairman of the EGM for the purpose of identification) and the transactions contemplated under the Fourth Supplemental Agreement be and are hereby approved, confirmed and ratified;
- (b) the New Annual Caps be and are hereby approved, confirmed and ratified; and

- (c) any one director of the Company (the “**Directors**”) 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 giving effect and implementation of the Fourth Supplemental Agreement, including but not limited to the execution of all such documents under seal where applicable, as he/she may consider necessary, expedient, desirable or appropriate in his/her opinion to give effect to and/or implement the Fourth Supplemental Agreement and the transactions contemplated 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.”

2. **The EB Subscription Agreement**

“**THAT:**

- (a) the EB Subscription Agreement (a copy of which is produced to the EGM marked “**B**” and signed by the Chairman of the EGM for the purpose of identification) and the Proposed Subscription be and are hereby considered, approved, confirmed and ratified; and
- (b) any one of the Directors be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient, desirable or appropriate for the purpose of or in connection with the implementation of the EB Subscription Agreement, 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 the EB Subscription Agreement and the transactions contemplated 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.”

By order of the Board
China Aircraft Leasing Group Holdings Limited
POON HO MAN
Executive Director and Chief Executive Officer

Hong Kong, 29 November 2023

Notes:

1. A form of proxy for use at the EGM is enclosed with the circular dated 29 November 2023 to be despatched to the 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 common 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, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited ("**Tricor**"), at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the EGM.
5. The Register of Members will be closed from Tuesday, 12 December 2023 to Friday, 15 December 2023, both days inclusive, on which no transfer of shares will be registered. The Shareholders are reminded that, in order to be eligible to attend and vote at the EGM, they must lodge properly completed transfer forms together with the certificates for the relevant shares with Tricor at the above mentioned address not later than 4:30 p.m. on Monday, 11 December 2023.
6. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should the Shareholders so wish, and in such an event, the form of proxy shall be deemed to be revoked.
7. Where there are joint registered holders of any share of the Company, any one of such joint holders 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 holders are present at the EGM, whether in person or by proxy, the joint registered holder so 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 holders.
8. As required under the Listing Rules, all resolutions will be decided by way of poll.
9. In case the above EGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, or "extreme conditions" caused by super typhoons, please refer to the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website (www.calc.com.hk) for announcement on bad weather arrangement for the EGM.

As at the date of this notice, (i) the Executive Directors are Mr. ZHANG Mingao (Chairman), Mr. POON Ho Man (Chief Executive Officer) and Ms. LIU Wanting (Chief Commercial Officer); (ii) the Non-executive Director is Ms. WANG Yun; and (iii) the Independent Non-executive Directors are Mr. CHEOK Albert Saychuan, Dr. TSE Hiu Tung, Sheldon and Mr. FAN Chun Wah, Andrew, J.P.