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CALC

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)

PROPOSED ISSUE OF U.S.\$-DENOMINATED GUARANTEED BONDS

The Company proposes to conduct an international offering of the Bonds through the Issuer to professional investors only. The Bonds are proposed to be irrevocably and unconditionally guaranteed by the Company. As at the date of this announcement, the terms and conditions of the Bonds, including their principal amount, interest and maturity, have yet to be determined. The pricing of the Proposed Bonds Issue, including the aggregate principal amount, the issue price and interest rate, will be determined through a book-building exercise conducted by the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers. Upon finalising the terms of the Bonds, the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers, the Issuer and the Company will enter into a subscription agreement.

The Bonds will only be offered outside of the United States in reliance on Regulation S under the Securities Act. The Bonds and the Guarantee have not been and will not be registered under the Securities Act. None of the Bonds will be offered to the public in Hong Kong or to any connected person of the Company.

As no binding agreement in relation to the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Bonds Issue may or may not materialise. The completion of the Proposed Bonds Issue is subject to market conditions and investors’ interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Bonds Issue will be made by the Company as and when appropriate.

THE PROPOSED BONDS ISSUE

Introduction

The Company proposes to conduct an international offering of the Bonds through the Issuer to professional investors only. The Bonds are proposed to be irrevocably and unconditionally guaranteed by the Company. As at the date of this announcement, the terms and conditions of the Bonds, including their principal amount, interest and maturity, have yet to be determined. The pricing of the Proposed Bonds Issue, including the aggregate principal amount, the issue price and interest rate, will be determined through a book-building exercise conducted by the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers. Upon finalising the terms of the Bonds, the Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers, the Issuer and the Company will enter into a subscription agreement.

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Reason for the Proposed Bonds Issue

The Directors believe that the Proposed Bonds Issue will be beneficial to the Company since it will allow the Company to obtain long-term financing from international investors and to improve its capital structure so that the Company is able to develop its business in aircraft leasing in China and overseas.

The Company currently intends to apply the net proceeds from the issue of the Bonds for aircraft acquisitions, business expansion in aircraft and related business and general corporate purposes. The Company may adjust the foregoing plans in response to changing market conditions. The Company will carefully evaluate such situations and may reallocate the use of the proceeds.

Listing

Application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issue to professional investors only. A confirmation of eligibility for listing of the Bonds has been received from the Hong Kong Stock Exchange. Listing of the Bonds on the Hong Kong Stock Exchange is not to be taken as an indication of the merits of the Bonds or the Company.

GENERAL

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DEFINITIONS

“Bonds”	U.S.\$-denominated guaranteed bonds proposed to be issued by the Issuer
“Company”	China Aircraft Leasing Group Holdings Limited, a company incorporated with limited liability in the Cayman Islands, the issued shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1848)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Guarantee”	the guarantee to be provided by the Company in respect of the Bonds
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuer”	CALC Bond 3 Limited, incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Joint Bookrunners and Joint Lead Managers”	China Everbright Bank Co., Ltd., Hong Kong Branch, Citigroup Global Markets Limited, DBS Bank Ltd. and China Everbright Securities (HK) Limited
“Joint Global Coordinators”	China Everbright Bank Co., Ltd., Hong Kong Branch, Citigroup Global Markets Limited and DBS Bank Ltd.
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Proposed Bonds Issue”	the proposed issue of the Bonds by the Issuer
“Securities Act”	the United States Securities Act of 1933, as amended
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S.\$”	the U.S. dollars, the lawful currency of the United States

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

Hong Kong, 28 February 2017

As at the date of this announcement, (i) the Executive Directors are Mr. CHEN Shuang, Mr. POON Ho Man 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, Mr. CHEOK Albert Saychuan and Mr. CHOW Kwong Fai, Edward, JP.