

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

VERY SUBSTANTIAL ACQUISITION IN RELATION TO THE PURCHASE OF 15 AIRBUS AIRCRAFT

Reference is made to the announcement of the Company dated 28 December 2017 in relation to the Aircraft Purchase Agreement (the “**Announcement**”). Unless otherwise specified, defined terms used herein shall have the same meanings as those defined in the Announcement. As mentioned in the Announcement, subject to the fulfilment of certain conditions (the “**Conditions**”), CALC (BVI) shall purchase 15 additional Airbus A320neo series aircraft (the “**Additional Airbus Aircraft**”) in January 2018 with the similar terms and conditions under the Aircraft Purchase Agreement.

The Board is pleased to announce that the Conditions have been fulfilled and on 4 January 2018 (after trading hours), CALC (BVI) confirmed to Airbus on the purchase of the Additional Airbus Aircraft on similar terms and conditions as the purchase of the Airbus Aircraft (the “**Additional Purchase**”).

For the avoidance of doubt, the list price for each of the Additional Airbus Aircraft is the same as the list price for each of the Airbus Aircraft. The aggregate list price for the Additional Airbus Aircraft (which comprises the airframe price, optional features price and engine price) is approximately US\$1.63 billion (equivalent to approximately HK\$12.71 billion). The consideration for the Additional Airbus Aircraft will be settled from the Group’s internal resources and the proceeds from loans or other borrowings by the Group.

For the reasons set out in the Announcement, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 14.58(4) of the Listing Rules in respect of disclosure of the consideration for the Additional Airbus Aircraft.

As the application percentage ratio under Rule 14.07 of the Listing Rules for the Additional Purchase is over 100%, the Additional Purchase constitutes a very substantial acquisition of the Company and is therefore subject to the reporting, announcement, circular and Shareholders’ approval requirements under Chapter 14 of the Listing Rules. Similar to the purchase of the Airbus Aircraft, the Additional Purchase is made pursuant to and in accordance with the terms of the Aircraft Purchase Mandate. Accordingly, no circular containing details of the Additional Purchase will be despatched to the Shareholders and Shareholders’ approval will not be required for the Additional Purchase.

As at the date of this announcement, save for the Additional Airbus Aircraft to be purchased pursuant to the Additional Purchase, the Group committed to purchase (i) a cumulative number of 50 aircraft from Boeing; and (ii) a cumulative number of 55 aircraft from Airbus pursuant to the Aircraft Purchase Mandate since the beginning of the Mandate Period.

Accordingly, as at the date of this announcement, the Group has committed to purchase (i) a cumulative number of 50 aircraft from Boeing with an aggregate list price of approximately US\$5.8 billion (equivalent to approximately HK\$45.3 billion); and (ii) a number of 70 aircraft from Airbus with an aggregate list price of approximately US\$7.54 billion (equivalent to approximately HK\$58.82 billion) pursuant to the Aircraft Purchase Mandate since the beginning of the Mandate Period.

In this announcement, certain amounts denominated in US\$ are translated into HK\$ at the exchange rate shown below, but such conversions shall not be construed as representations that amounts in US\$ were or may have been converted into HK\$ at such rate or any other exchange rates or at all: US\$1 = HK\$7.80.

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

Hong Kong, 4 January 2018

As at the date of this announcement, (i) the Executive Directors are Mr. CHEN Shuang, JP, 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.