

*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)**

### **SALE OF FIVE AIRCRAFT**

The Board is pleased to announce that on 21 June 2024 (after trading hours), the parties entered into the Share Transfer Framework Agreements, pursuant to which the Transferor agreed to sell, and the Transferee agreed to purchase the Aircraft by way of transferring the entire equity of the Special Purpose Vehicles owning direct interests in the Aircraft. The Transactions are expected to be completed in August 2024.

### **SHARE TRANSFER FRAMEWORK AGREEMENTS**

The Board is pleased to announce that on 21 June 2024 (after trading hours), the parties entered into the Share Transfer Framework Agreements, pursuant to which the Transferor agreed to sell, and the Transferee agreed to purchase the Aircraft by way of transferring the entire equity of the Special Purpose Vehicles owning direct interests in the Aircraft. Following the completion of the Transactions, the Transferor will provide aircraft asset management services to the Special Purpose Vehicles then held by the Transferee owning direct interests in the Aircraft under the Aircraft Asset Management Agreements.

Aircraft trading is one of the Group's ordinary course of businesses. The Transactions will increase the Group's net income from aircraft trading, satisfy the market's demand for aircraft and maintain the good relationship between the Group and its clients.

**Date:** 21 June 2024

**Parties:**

- (a) the Transferor, which is a wholly-owned subsidiary of the Company. The Group is a leading full value chain aircraft solutions provider. Its scope of business includes regular operations such as aircraft leasing, purchase and leaseback, portfolio trading and asset management, as well as value-added services such as fleet planning, fleet upgrade, aircraft maintenance, repair and overhaul, aircraft disassembling and recycling, and aircraft component trading;

- (b) the Transferee, which is principally engaged in the finance leasing business in the PRC. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Transferee and its ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company; and
- (c) the Special Purpose Vehicles, which are wholly-owned subsidiaries of the Transferor as at the date of this announcement.

**Assets to be sold:** the Aircraft together with the Special Purpose Vehicles owning direct interests in the Aircraft

**Completion:** It is estimated that completion of the Share Transfer Framework Agreements will take place in August 2024.

## IMPLICATIONS OF THE LISTING RULES

As one or more of the applicable percentage ratios in respect of the Transactions exceed 25% but all are below 75%, the Transactions constitute major transactions for the Company under Chapter 14 of the Listing Rules. Nevertheless, the Transactions are Qualified Aircraft Leasing Activity and are only subject to the disclosure requirements under Rule 14.33D of the Listing Rules.

The Board has confirmed that (1) the Company has fulfilled the criteria for a Qualified Aircraft Lessor; (2) the Transactions are entered into by the Company in its ordinary and usual course of business and on normal commercial terms; and (3) the terms of the Transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## DEFINITIONS

In this announcement, the following expressions shall (unless the context otherwise requires) have the following meanings:

<b>“Aircraft”</b>	five Airbus A321-200CEO aircraft to be sold to the Transferee
<b>“Aircraft Asset Management Agreements”</b>	five aircraft asset management agreements entered into between the Transferor and each Special Purpose Vehicle on 21 June 2024 in relation to the provision of aircraft asset management services to the Aircraft by the Transferor following completion of the Transactions
<b>“Board”</b>	the board of Directors
<b>“Company”</b>	China Aircraft Leasing Group Holdings Limited (中國飛機租賃集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules

<b>“Directors”</b>	the directors of the Company
<b>“Group”</b>	the Company and its subsidiaries
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange
<b>“percentage ratios”</b>	has the meaning ascribed to it under Rule 14.07 of the Listing Rules
<b>“PRC”</b>	the People’s Republic of China
<b>“Qualified Aircraft Leasing Activity”</b>	has the meaning ascribed to it under Rule 14.04(10D) of the Listing Rules
<b>“Qualified Aircraft Lessor”</b>	has the meaning ascribed to it under Rule 14.04(10E) of the Listing Rules
<b>“Shareholders”</b>	the shareholders of the Company
<b>“Share Transfer Framework Agreements”</b>	two share transfer framework agreements entered into amongst the Transferor, the Transferee and the Special Purpose Vehicles on 21 June 2024 respectively, pursuant to which the Transferor agreed to sell, and the Transferee agreed to purchase the Aircraft by way of transferring the entire equity of the Special Purpose Vehicles of the Company owning direct interests in the Aircraft
<b>“Special Purpose Vehicles”</b>	five wholly-owned special purpose vehicles of the Company, all of which are incorporated in the PRC with limited liability and wholly-owned subsidiaries of the Company. These special purpose vehicles of the Company have been established only in respect of the Aircraft and the only assets and liabilities of the special purpose vehicles are the Aircraft and other assets and liabilities in connection with the ownership and leasing of the Aircraft
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Transactions”</b>	the entering into the Share Transfer Framework Agreements and the transactions contemplated thereunder

“Transferee”	Shanghai Tongshen Financial Leasing Co., Ltd.* (上海通申融資租賃有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of Wuxi Caitong Financial Leasing
“Transferor”	China Asset Leasing Company Limited (中飛租融資租賃有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“Wuxi Caitong Financial Leasing”	Wuxi Caitong Financial Leasing Co., Ltd* (無錫財通融資租賃有限公司), a company established under the laws of the PRC with limited liability and ultimately controlled by the State-owned Assets Supervision and Administration Commission of Wuxi Municipal People's Government. Wuxi Caitong Financial Leasing is principally engaged in finance leasing business

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

Hong Kong, 21 June 2024

*As at the date of this announcement, (i) the Executive Directors are Mr. ZHANG Mingao (Chairman), Mr. POON Ho Man (Chief Executive Officer) and Mr. LI Guohui (Chief Financial Officer and Chief Strategy 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.*

*\* for identification purpose only*