

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)

OPTION ARRANGEMENT

The Board is pleased to announce that on 11 March 2019 (after trading hours), the Company, through one of its wholly-owned special purpose vehicles, entered into the Option Arrangement Agreement with Air Macau, pursuant to which the Company agreed to grant the Purchase Option to Air Macau.

The Transaction is a Qualified Aircraft Leasing Activity and is subject to the disclosure requirements under Rule 14.33D of the Listing Rules.

OPTION ARRANGEMENT

The Board is pleased to announce that on 11 March 2019 (after trading hours), the Company, through one of its wholly-owned special purpose vehicles, entered into the Option Arrangement Agreement with Air Macau, pursuant to which the Company agreed to grant the Purchase Option to Air Macau.

Date: 11 March 2019

Parties

- (1) the Company (through one of its wholly-owned special purpose vehicles), as the option grantor, which is principally engaged in global aircraft leasing business with a fleet of 135 owned or managed aircraft as at the date of this announcement; and
- (2) Air Macau, as the option grantee, which is principally engaged in the business of civil aviation services. To the best of the Director's knowledge, information and belief and having made all reasonable enquiry, Air Macau and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Option subject: the Aircraft which will be leased by the Company to Air Macau under an operating lease upon delivery (which is scheduled to occur by the end of 2019).

Exercise Period

The Purchase Option shall be exercisable by Air Macau on or after delivery of the Aircraft and shall remain exercisable for a period of one year from the date of delivery of the Aircraft.

IMPLICATIONS OF THE LISTING RULES

The Transaction is a Qualified Aircraft Leasing Activity and is 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 as set out in Rule 14.04(10E) of the Listing Rules; (2) the Transaction is entered into by the Company in its ordinary and usual course of business and on normal commercial terms; and (3) the terms of the Transaction 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:

“Air Macau”	Air Macau Company Limited, a company incorporated under the laws of the Macau Special Administrative Region of the People’s Republic of China, a subsidiary of Air China Limited
“Aircraft”	one Airbus A320-200neo aircraft
“Board”	the board of Directors
“Company”	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
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option Arrangement Agreement”	the agreement entered into between the Company (through one of its wholly-owned special purpose vehicles, as option grantor) and Air Macau (as option grantee) on 11 March 2019, pursuant to which the Company agreed to grant the Purchase Option to Air Macau
“Purchase Option”	an option granted by the Company to Air Macau to purchase the Aircraft

“Qualified Aircraft Leasing Activity”	has the meaning ascribed to it in Rule 14.04(10D) of the Listing Rules
“Qualified Aircraft Lessor”	has the meaning ascribed to it in Rule 14.04(10E) of the Listing Rules
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the transaction contemplated under the Option Arrangement Agreement

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

Hong Kong, 11 March 2019

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 Director is Mr. TANG Chi Chun; 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.