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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of China Aircraft Leasing Group Holdings Limited dated 26 August 2016 (the “**Announcement**”) in relation to the Subscriptions. Unless defined otherwise, terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF SUBSCRIPTIONS OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions precedent under the Subscription Agreements have been fulfilled and Completion of the Subscriptions took place on 8 September 2016. 40,000,000 Subscription Shares have been allotted and issued to the Subscribers on 8 September 2016 in accordance with the terms and conditions of the Subscription Agreements.

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, as at the date of this announcement, the Subscribers are independent individuals or corporate investors who and whose ultimate beneficial owners are Independent Third Parties, and none of the Subscribers have become a substantial shareholder (as defined under the Listing Rules) of the Company immediately after Completion.

The net proceeds from the Subscriptions, after deducting related expenses, are approximately HK\$319,700,000.

The shareholding structure of the Company immediately before and immediately after Completion of the Subscriptions is as follows:

<u>Shareholders</u>	<u>Immediately before Completion</u>		<u>Immediately after Completion</u>	
	<u>Number of Shares</u>	<u>Approximate % of the total issued share capital</u>	<u>Number of Shares</u>	<u>Approximate % of the total issued share capital</u>
<i>Substantial Shareholders</i>				
CEL	216,519,479 ⁽¹⁾	34.38%	216,519,479 ⁽¹⁾	32.33%
FPAM and its associates	192,012,589 ⁽²⁾	30.49%	192,012,589 ⁽²⁾	28.67%
<i>Public Shareholders</i>				
Subscribers	-	-	40,000,000	5.97%
Other public Shareholders	221,262,972	35.13%	221,262,972	33.03%
	629,795,040	100%	669,795,040	100%

Notes:

- (1) (i) CE Aerospace and CE Financial are registered shareholders of 208,299,479 Shares and 8,220,000 Shares respectively. The entire issued share capital of CE Aerospace and CE Financial is wholly-owned by CEL. Accordingly, CEL is deemed to be interested in all Shares held by CE Aerospace and CE Financial.
- (ii) Several entities are deemed to be interested in the Shares indirectly held by CEL as follows:
- (a) CE Hong Kong indirectly holds more than one-third of the voting power at general meetings of CEL. Accordingly, CE Hong Kong is deemed to be interested in all Shares mentioned in note (1)(i) above.
- (a) According to the Company's announcements in respect of the restructuring of CE Group dated 10 November 2014, 25 November 2014, 8 December 2014 and 14 May 2015, CE Group and Central Huijin Investment Limited are deemed to be interested in all Shares mentioned in notes (1)(i) and (1)(ii)(a) above.
- (2) (i) FPAM and Equal Honour are registered shareholders of 182,112,589 Shares and 9,900,000 Shares respectively. The entire issue share capital of FPAM and Equal Honour is beneficially wholly-owned by Mr. Poon. Accordingly, Mr. Poon is deemed to be interested in all Shares held by FPAM and Equal Honour.
- (ii) The issued share capital of FPAM is owned as to 0.000001% by Ms. Christina NG (spouse of Mr. Poon) and 99.999999% by Capella. Accordingly, Capella is deemed to be interested in all Shares held by FPAM mentioned in note (2)(i) above.

LOCK-UP UNDERTAKINGS

Pursuant to the Subscription Agreements, each of the Subscribers had undertaken that, without the prior written consent of the Company, it will not, and will procure that registered holders or ultimate beneficial holders of the Subscription Shares (as applicable) will not, whether directly or indirectly, at any time during the Lock-up Period (i.e., the period of 12 months following the date of the Subscription Agreements, being 26 August 2016), dispose of any Subscription Shares or any interest in entities holding the Subscription Shares.

By order of the Board
China Aircraft Leasing Group Holdings Limited
CHEN SHUANG
*Executive Director, Chairman
and Chief Executive Officer*

Hong Kong, 8 September 2016

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