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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Aircraft Leasing Group Holdings Limited**, you should at once hand this circular and the accompanying election form (if any) to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

No Overseas Shareholder receiving a copy of this circular and/or the Election Form in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. It is the responsibility of any Overseas Shareholder wishing to receive Scrip Shares for the 2019 Final Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required.

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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)**

**SCRIP DIVIDEND SCHEME  
IN RELATION TO  
THE 2019 FINAL DIVIDEND**

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If you wish to receive your 2019 Final Dividend wholly or partly in the form of Scrip Shares instead of in cash, you should complete the Election Form in accordance with the instructions printed on it and return the completed Election Form to the Branch Share Registrar as soon as possible so as to enable it to be received no later than 4:30 p.m. on Tuesday, 9 June 2020.

21 May 2020

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## TIMETABLE

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*The following is a summary of the events in relation to the Scrip Dividend Scheme in the form of a timetable:*

Last date cum-dividend . . . . . Monday, 11 May 2020

Ex-dividend date . . . . . Tuesday, 12 May 2020

Latest time to lodge transfer documents  
for registration with the Branch Share Registrar  
in order to be entitled to the 2019 Final Dividend . . . . . 4:30 p.m. on Wednesday,  
13 May 2020

Closure of the Register of Members for the purpose of  
determining Shareholders' respective entitlements  
to the 2019 Final Dividend. . . . . Thursday, 14 May 2020  
to Friday, 15 May 2020  
(both days inclusive)

Record Date . . . . . Friday, 15 May 2020

Latest time for return of the Election Forms  
to the Branch Share Registrar (*Note 2*) . . . . . 4:30 p.m. on Tuesday,  
9 June 2020

Despatch of cheques for cash dividend and/or definitive  
certificates for Scrip Shares at the risk of recipients . . . . . Monday, 29 June 2020

Expected first day of dealings in Scrip Shares . . . . . Tuesday, 30 June 2020  
(subject to the proper  
receipt of definitive certificates for  
the Scrip Shares by the relevant  
Eligible Shareholders)

*Notes:*

1. All references to dates and time in this circular are to Hong Kong dates and time.
2. If there is a tropical cyclone warning signal number 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning signal in force in Hong Kong at or at any time prior to 4:30 p.m. on Tuesday, 9 June 2020, the deadline for return of the Election Forms will be extended. Further information is set out in the section headed "Letter from the Board – Election Form" in this circular.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2019 Final Dividend”	the final dividend of HK\$0.48 per Share for the year ended 31 December 2019 payable to the Shareholders whose names were recorded on the Register of Members at the close of business on the Record Date;
“Board”	the board of directors of the Company;
“Branch Share Registrar”	the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong;
“CCASS”	the Central Clearing and Settlement System;
“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;
“Director(s)”	the director(s) of the Company;
“Election Form(s)”	the form(s) of election in relation to the Scrip Dividend Scheme for the Eligible Shareholders to elect to receive the 2019 Final Dividend wholly or partly in Scrip Shares instead of in cash;
“Eligible Shareholder(s)”	Shareholder(s) whose name(s) was(were) recorded on the Register of Members at the close of business on the Record Date;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time;
“Macau”	the Macau Special Administrative Region of the PRC;

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## DEFINITIONS

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“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the Register of Members at the close of business on the Record Date was (were) outside Hong Kong;
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan;
“Record Date”	15 May 2020, being the date for determining Shareholders’ respective entitlements to the 2019 Final Dividend;
“Register of Members”	the register of members of the Company;
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Scrip Dividend Scheme”	the scheme offering Eligible Shareholders the scrip dividend option whereby Eligible Shareholders may elect to receive the 2019 Final Dividend wholly or partly by the allotment of Scrip Shares credited as fully paid in lieu of cash dividend;
“Scrip Share(s)”	new Share(s) to be allotted, issued and credited as fully paid up under the Scrip Dividend Scheme;
“Share(s)”	share(s) with par value of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. ZHAO Wei (*Chairman*)

Mr. POON Ho Man (*Chief Executive Officer*)

Ms. LIU Wanting (*Deputy Chief Executive Officer*)

*Non-executive Director:*

Mr. TANG Chi Chun

*Independent Non-executive Directors:*

Mr. FAN Yan Hok, Philip

Mr. NIEN Van Jin, Robert

Mr. CHEOK Albert Saychuan

Mr. CHOW Kwong Fai, Edward, *JP*

*Registered office in the Cayman*

*Islands:*

Maples Corporate Services Limited

PO Box 309, Umland House

Grand Cayman, KY1-1104

Cayman Islands

*Principal place of business in*

*Hong Kong:*

28th Floor, Far East Finance Centre

16 Harcourt Road

Hong Kong

21 May 2020

*To the Shareholders*

Dear Sir or Madam,

### **SCRIP DIVIDEND SCHEME IN RELATION TO THE 2019 FINAL DIVIDEND**

#### **INTRODUCTION**

On 4 March 2020, the Board announced the audited consolidated results of the Group for the year ended 31 December 2019 and recommended the payment of the 2019 Final Dividend which is payable to the Shareholders whose names were recorded on the Register of Members at the close of business on the Record Date in cash with a scrip dividend option to the Eligible Shareholders.

At the annual general meeting held on 17 April 2020, the Shareholders approved the payment of the 2019 Final Dividend as recommended by the Board.

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## LETTER FROM THE BOARD

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The purposes of this circular are to (i) provide information relating to the Scrip Dividend Scheme, and (ii) set out the relevant procedures and conditions and the action to be taken by the Eligible Shareholders in relation thereto if they wish to participate in the Scrip Dividend Scheme.

### SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, the 2019 Final Dividend is payable in cash to the Shareholders whose names were recorded on the Register of Members at the close of business on the Record Date, with a scrip dividend option to the Eligible Shareholders.

For the purpose of determining Shareholders' respective entitlements to the 2019 Final Dividend, the Register of Members was closed from Thursday, 14 May 2020 to Friday, 15 May 2020 (both days inclusive). The latest time by which transfers were accepted for registration for entitlement to the 2019 Final Dividend was 4:30 p.m. on Wednesday, 13 May 2020.

The Eligible Shareholders may elect to receive the 2019 Final Dividend in one of the following ways:

- (i) a cash dividend of HK\$0.48 per Share; or
- (ii) an allotment of such number of Scrip Shares credited as fully paid and having an aggregate market value (as calculated below) equal to, save for adjustment for fractions, the total amount of the 2019 Final Dividend which such Eligible Shareholders could otherwise elect to receive in cash (the "**Maximum Entitlement**"); or
- (iii) partly Scrip Shares not exceeding the Maximum Entitlement and the remainder in cash.

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## LETTER FROM THE BOARD

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For the purpose of calculating the number of Scrip Shares to be allotted and issued under the Scrip Dividend Scheme, the price of a Scrip Share will be HK\$6.878, which is the average closing price of one existing Share as quoted on the Stock Exchange for the five consecutive trading days from Monday, 11 May 2020 to Friday, 15 May 2020. Accordingly, an Eligible Shareholder electing for Scrip Shares in respect of the 2019 Final Dividend under options (ii) and (iii) above will receive such number of Scrip Shares as calculated below:

$$\begin{array}{l} \text{Number of Scrip Shares to be} \\ \text{received (rounded down to the} \\ \text{nearest whole number)} \end{array} = \begin{array}{l} \text{Number of Shares held on the} \\ \text{Record Date for which election} \\ \text{for Scrip Shares is made} \end{array} \times \frac{\begin{array}{l} \text{2019 Final Dividend per Share} \\ \text{(i.e. HK\$0.48)} \end{array}}{\begin{array}{l} \text{Average closing price of one existing Share} \\ \text{for the five consecutive trading days up to and} \\ \text{including 15 May 2020 (i.e. HK\$6.878)} \end{array}}$$

At the time the said price of a Scrip Share was determined, the Company had no information that was not publicly available that would, or would be likely to, have a material adverse effect on the realisable price of the Scrip Shares if the information were publicly available.

The Scrip Shares will rank pari passu in all aspects with the existing issued Shares on the date of allotment and issue of the Scrip Shares, and will rank in full for all future dividends and distribution which may be declared, made or paid (except for the 2019 Final Dividend).

The number of Scrip Shares to be issued to the Eligible Shareholders will be rounded down to the nearest whole number. Fractional entitlements to Scrip Shares under options (ii) and (iii) above will be disregarded and the benefit thereof will accrue to the Company.

### **EFFECT OF THE SCRIP DIVIDEND SCHEME**

Based on 674,269,380 Shares in issue as at the close of business on the Record Date, if no election for the Scrip Shares is received, the total cash dividend payable by the Company will be approximately HK\$324 million. If all Eligible Shareholders elect to receive their entitlements to the 2019 Final Dividend in form of Scrip Shares, the maximum number of Scrip Shares to be issued will be 47,055,728 Shares representing approximately 6.98% of the issued share capital of the Company as at the close of business on the Record Date and approximately 6.52% of the then issued share capital of the Company as enlarged by the issue of the Scrip Shares.

As at the close of business on the Record Date, there were in aggregate 24,974,000 outstanding share options granted pursuant to the Company's share option scheme adopted on 23 June 2014. Save as disclosed above, there were no outstanding share options, warrants, securities which are convertible into Shares issued by the Company as at the close of business on the Record Date.



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## **LETTER FROM THE BOARD**

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Eligible Shareholders should note that the Scrip Shares may give rise to notification requirements under Part XV of the SFO. Eligible Shareholders who are in any doubt as to how these provisions may affect them as a result of the issue of the Scrip Shares or as to their taxation position are recommended to consult their own professional advisers.

### **ADVANTAGES OF THE SCRIP DIVIDEND SCHEME**

The Scrip Dividend Scheme will give the Eligible Shareholders an opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also benefit the Company to the extent that any cash which would otherwise have been paid to the Eligible Shareholders who elect to receive the Scrip Shares in lieu of the cash dividend, either in whole or in part, will be retained for use as working capital by the Company.

### **CONDITION OF THE SCRIP DIVIDEND SCHEME**

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Scrip Shares to be allotted and issued in respect of the 2019 Final Dividend.

If this condition is not satisfied, the Scrip Dividend Scheme described in this circular will not become effective and the Election Forms will be void. The 2019 Final Dividend will then be paid wholly in cash.

Since (i) China Everbright Limited, which is currently holding 241,595,479 Shares representing approximately 35.83% of the issued share capital of the Company, has indicated to the Board its intention that it would take up the Scrip Shares in the amount which would result in an increase of its shareholding of no more than 1.99% of the enlarged share capital of the Company immediately following the issue of the Scrip Shares; and (ii) Mr. POON Ho Man, our Executive Director and Chief Executive Officer, who is currently holding 197,554,589 Shares representing approximately 29.30% of the issued share capital of the Company, has indicated to the Board his intention that he would take up the Scrip Shares in the amount which would result in an increase of his shareholding of no more than 0.69% to approximately 29.99% of the enlarged share capital of the Company immediately following the issue of the Scrip Shares, no obligations on the part of China Everbright Limited or Mr. POON Ho Man to make a general offer for the Shares under The Hong Kong Code on Takeovers and Mergers would arise and hence no whitewash waiver application would be made to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director.

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## LETTER FROM THE BOARD

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### ELECTION FORM

An Election Form for Eligible Shareholders to elect to receive the 2019 Final Dividend wholly or partly in Scrip Shares in lieu of cash dividend is enclosed with this circular. **If you wish to receive the 2019 Final Dividend wholly in cash, you do not need to take any action.**

If you elect to receive the 2019 Final Dividend wholly in Scrip Shares, or partly in cash and partly in Scrip Shares, you should use the Election Form. If you sign the Election Form but do not specify the number of Shares in respect of which you wish to receive Scrip Shares in lieu of the cash dividend, or if you elect to receive Scrip Shares in respect of a greater number of Shares than your registered holding as at the Record Date, then in either case, you will be deemed to have exercised your election to receive Scrip Shares only in respect of all the Shares registered in your name on the Record Date.

The Election Forms should be completed in accordance with the instructions printed thereon and returned to the Branch Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received no later than 4:30 p.m. on Tuesday, 9 June 2020. Late submission of the Election Forms will not be accepted. Failure to complete and return the signed Election Forms in accordance with the instructions printed thereon will result in the relevant Shareholder's 2019 Final Dividend being paid wholly in the form of cash.

No acknowledgement of receipt of the Election Forms will be issued. Elections in respect of the 2019 Final Dividend cannot be in any way withdrawn, revoked, superseded or altered after the relevant Election Forms are signed and lodged with the Branch Share Registrar.

The latest time for return of the Election Forms will be extended, as the case may be, in accordance with (a) or (b) below if a tropical cyclone warning signal number 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning signal is in force in Hong Kong:

- (a) at any time before 12:00 noon and no longer in force after 12:00 noon on 9 June 2020. The latest time for return of the Election Forms will be extended to 5:00 p.m. on the same business day; or
- (b) at any time between 12:00 noon and 4:30 p.m. on 9 June 2020. The latest time for return of the Election Forms will be extended to 4:30 p.m. on the next business day when none of the above warning signals is in force at any time between 9:00 a.m. and 4:30 p.m..

If you are a non-registered Shareholder, i.e., your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive the Election Form. If you wish to receive Scrip Shares instead of cash, in whole or in part, in respect of the 2019 Final Dividend, please contact your intermediary or nominee directly.

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## LETTER FROM THE BOARD

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### OVERSEAS SHAREHOLDERS

This circular and the Election Form will not be registered or filed under the securities laws or equivalent legislation of any jurisdiction. No Overseas Shareholder receiving a copy of this circular and/or the Election Form in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received this circular and/or the Election Form for information only.

Based on the Register of Members as at the Record Date, there was 1 Overseas Shareholder with registered address in the PRC.

In compliance with Rule 13.36(2)(a) of the Listing Rules, the Board has made enquiries with its legal advisers on the laws of the PRC in relation to the extension of the Scrip Dividend Scheme to Overseas Shareholder with registered address in the PRC. Based on the advice of the legal advisers in the PRC, there is no explicit regulatory restrictions or prohibitions with respect to receipt of the Scrip Shares by the Overseas Shareholder with registered address in the PRC, but it is the responsibility of such Overseas Shareholder receiving the Scrip Shares to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities in the PRC. Accordingly, the Board is of the view that it is expedient to include the Overseas Shareholder having registered address in the PRC in the Scrip Dividend Scheme. As at the Record Date, there was 1 such Shareholder holding 266,500 Shares, representing approximately 0.04% of the issued share capital of the Company.

The Scrip Dividend Scheme is open to all Eligible Shareholders. For the avoidance of doubt, the Scrip Shares are not being offered to the public (other than the Eligible Shareholders) and the Election Forms are non-transferable.

Notwithstanding the enquiries made by the Company with its legal advisers, it is the responsibility of any Overseas Shareholder wishing to receive Scrip Shares for the 2019 Final Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required. Overseas Shareholders who are in any doubt as to their positions should consult their own professional advisers.

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## LETTER FROM THE BOARD

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### STOCK EXCHANGE LISTING, CLEARING AND SETTLEMENT

Application has been or will be made to the Stock Exchange for listing of, and permission to deal in, the Scrip Shares. It is expected that the cheques for cash dividends and/or the definitive certificates for the Scrip Shares (in case the Eligible Shareholders have elected to receive part or all of their 2019 Final Dividend in the form of Scrip Shares) will be posted to the respective Shareholders at their own risk on Monday, 29 June 2020. Dealings in the Scrip Shares on the Stock Exchange are expected to commence on Tuesday, 30 June 2020, subject to the proper receipt of the definitive certificates for the Scrip Shares by the relevant Eligible Shareholders.

Subject to the granting of the listing of, and permission to deal in, the Scrip Shares issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such Scrip Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Scrip Shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealer or registered institution in securities or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed, and dealt in, on the Stock Exchange. On 15 August 2016, the Group issued US\$300 million 4.9% bonds due 2021. On 28 February 2017, the Group issued US\$300 million 4.7% bonds due 2022 and US\$200 million 5.5% bonds due 2024. All of the above bonds are listed on the Stock Exchange. Please refer to the announcements of the Company dated 15 August 2016 and 28 February 2017 respectively. As disclosed in the 2019 annual report of the Company, in August and September 2019, the Group repurchased on the Stock Exchange the carrying amount of the above bonds in an aggregate principal amount of US\$9,970,000.

On 10 June 2019, the Group issued RMB1.0 billion 5.2% bonds due 2022 in the PRC. The PRC bonds are listed on the Shanghai Stock Exchange. Please refer to the announcement of the Company dated 11 June 2019.

Save as disclosed above, no equity or debt securities of the Company are listed, or dealt in, on any other stock exchange, nor is listing, or permission to deal in, on any other exchange being, or proposed to be, sought.

Scrip Shares issued to the Eligible Shareholders pursuant to an election to receive part or all of their 2019 Final Dividend in Scrip Shares may be allocated in odd lots (of fewer than a board lot of 500 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of Scrip Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

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## LETTER FROM THE BOARD

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### GENERAL

Shareholders who are trustees are recommended to seek professional advice as to whether their election to receive the Scrip Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Whether or not it is to your advantage to receive cash or Scrip Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting from that decision are your responsibility. If you are in any doubt as to what to do, you are recommended to consult your own professional advisers.

Yours faithfully,

For and on behalf of the Board

**China Aircraft Leasing Group Holdings Limited**

**POON HO MAN**

*Executive Director and Chief Executive Officer*