

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)

VOLUNTARY ANNOUNCEMENT

PROPOSED ISSUE OF US DOLLAR 5.90% FIVE-YEAR SENIOR UNSECURED BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF UP TO US\$70,000,000

The Board of the Company is pleased to announce that on 6 November 2020, the Company (as Issuer) and the subscriber entered into the Subscription Agreement in relation to the Proposed Bonds Issue.

The Directors believe that the Proposed Bonds Issue of a 5-year tenure will further strengthen the Company's liquidity and improve Company's financial position. The Company continues to diversify its financing channels under its onshore and offshore dual financing platforms with access to both USD and RMB capital markets. This proposed transaction also demonstrates the recognition in the Company's creditworthiness backed by its solid business fundamentals and sound development prospects from a reputable financial institution / insurance company.

The Proposed Bonds Issue is subject to the satisfaction, or waiver, of certain conditions precedent. As the Proposed Bonds Issue may or may not proceed, shareholders and potential investors are reminded to exercise caution when dealing in securities of the Company.

This announcement is made by the Company on a voluntary basis.

SUBSCRIPTION AGREEMENT

The Board of the Company is pleased to announce that on 6 November 2020, the Company (as Issuer) and the subscriber entered into the Subscription Agreement in relation to the Proposed Bonds Issue.

Date: 6 November 2020

Parties:

- (i) the Company, as the Issuer; and
- (ii) the subscriber.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the subscriber is an independent third party and is not a connected person of the Company.

PROPOSED BONDS ISSUE

The following is a brief summary of the Proposed Bonds Issue. This summary does not purport to be complete and is qualified in its entirety by reference to the provisions of the relevant security instrument and the terms and conditions of the Bonds.

Bonds to be issued:

Subject to the satisfaction of certain conditions, the Issuer will issue one or more series of the Bonds in an aggregate principal amount of up to US\$70,000,000 at a fixed rate of 5.90% per annum. Each series of the Bonds will have a tenor of five years, unless early redeemed by the Company prior to their maturity pursuant to the terms and conditions thereof. At maturity, the relevant Bonds will be payable at their principal amount plus accrued interest.

Issue Period:

Pursuant to the Subscription Agreement, the Company has agreed to issue and the subscriber has agreed to subscribe for the first series of the Bonds in an aggregate principal amount of US\$35,000,000 on 9 November 2020, or on a date no earlier than three business days from the date of the Subscription Agreement and no later than one month from the date of the Subscription Agreement as the Issuer and the subscriber may agree in writing. The parties have further agreed that the remaining US\$35,000,000 can be drawn down at the option of the Company in up to two series within one year from the date of the Subscription Agreement, subject to conditions as set out in the Subscription Agreement.

Issue Price:

Each series of the Bonds will be issued at 100% of their principal amount.

Interest:

Each series of the Bonds will bear interest at the rate of 5.90% per annum, payable semi-annually in arrear.

Status of the Bonds:

The Bonds will constitute direct, general, unsubordinated, unconditional and (subject to the negative pledge condition in their terms and conditions) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable law (subject to the negative pledge condition in their terms and conditions), at all times rank at least equally with all the Issuer's other present and future unsecured and unsubordinated obligations.

The Proposed Bonds Issue is subject to the satisfaction, or waiver, of certain conditions precedent. As the Proposed Bonds Issue may or may not proceed, shareholders and potential investors are reminded to exercise caution when dealing in securities of the Company.

REASONS FOR THE PROPOSED BONDS ISSUE

The Directors believe that the Proposed Bonds Issue of a 5-year tenure will further strengthen the Company's liquidity and improve Company's financial position. The Company continues to diversify its financing channels under its onshore and offshore dual financing platforms with access to both USD and RMB capital markets. This proposed transaction also demonstrates the recognition in the Company's creditworthiness backed by its solid business fundamentals and sound development prospects from a reputable financial institution / insurance company.

The Company currently intends to use the net proceeds received from the Proposed Bonds Issue for general corporate purposes.

DEFINITIONS

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

“Board”	the board of Directors
“Bonds”	the US dollar-denominated 5.90% fixed rate senior unsecured bonds to be issued by the Issuer in an aggregate principal amount of up to US\$70,000,000 with a tenor of five years
“Company” or “Issuer”	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”	has the meaning ascribed to it under the Rules Governing the Listing of Securities on the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	The People’s Republic of China
“Proposed Bonds Issue”	the proposed issue of one or more series of the Bonds by the Issuer

“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	a subscription agreement entered into between the Company (as Issuer) and the subscriber on 6 November 2020 in relation to the Proposed Bonds Issue
“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”, “USD” or “US dollar”	the US dollars, the lawful currency of the United States
“%”	per cent

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

Hong Kong, 6 November 2020

As at the date of this announcement, (i) the Executive Directors are Dr. ZHAO Wei, 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 Dr. TSE Hiu Tung Sheldon.