

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

AMENDED AND RESTATED ASSIGNMENT OF FINANCE LEASE RECEIVABLES FRAMEWORK AGREEMENT

Reference is made to the announcement of China Aircraft Leasing Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 14 May 2015 and the circular of the Company dated 15 June 2015 (the “**Circular**”) in relation to continuing connected transactions between the Group and China Everbright Group Ltd.* (中國光大集團股份公司) (“**CE Group**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified herein.

Pursuant to the Assignment of Finance Lease Receivables Framework Agreement, which governs the assignment of FLRs between the Group and CE Group, the Group will assign FLRs to the Trustee of a Trust Plan of which Sun Life Everbright is a beneficiary (the “**Assignee**”).

AMENDED AND RESTATED ASSIGNMENT OF FINANCE LEASE RECEIVABLES FRAMEWORK AGREEMENT

The Board announces that on 14 December 2015, the Company and CE Group entered into an amended and restated assignment of finance lease receivables framework agreement (the “**Amended and Restated Assignment of Finance Lease Receivables Framework Agreement**”) to amend and restate the Assignment of Finance Lease Receivables Framework Agreement.

Under the Amended and Restated Assignment of Finance Lease Receivables Framework Agreement, the Company and CE Group agreed that, in addition to the Assignee, the Group shall assign FLRs to associates of CE Group, including but not limited to CE Bank.

Save for the above amendment, all other terms and conditions of the Assignment of Finance Lease Receivables Framework Agreement, including the term of agreement, payment terms, pricing standards, and the annual caps for the eight months ending 31 December 2015 and the years ending 31 December 2016 and 2017, remain the same. Accordingly, the Directors consider that the above amendment does not constitute a material change to the terms of the Assignment of Finance Lease Receivables Framework Agreement.

REASONS FOR AND BENEFITS OF THE AMENDED AND RESTATED ASSIGNMENT OF FINANCE LEASE RECEIVABLES FRAMEWORK AGREEMENT

The assignment of FLRs forms part of the Group's business model and financing strategy. Extension of the scope of assignees increases the opportunity for realisation transactions which are expected to improve the Group's profitability and enhance its financial resources by realizing un-earned finance income, as well as lower its financial leverage and accelerate its asset rotation by de-recognizing asset and liability.

In light of the foregoing, the Directors are of the view that the terms of the Amended and Restated Assignment of Finance Lease Receivables Framework Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Company will re-comply with the applicable Listing Rules requirements pursuant to Rule 14A.54 of the Listing Rules in the event the annual caps are exceeded or when there is a material change to the terms of the Amended and Restated Assignment of Finance Lease Receivables Framework Agreement.

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

Hong Kong, 14 December 2015

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 and Mr. GUO Zibin; and (iii) the independent non-executive Directors are Mr. FAN Yan Hok, Philip, Mr. NG Ming Wah, Charles, Mr. NIEN Van Jin, Robert and Mr. CHEOK Albert Saychuan.

** For identification purpose only*