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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO THE MEMORANDUM OF UNDERSTANDING RELATING TO THE PURCHASE OF 100 AIRCRAFT WITH AIRBUS

SUPPLEMENTAL AGREEMENT TO THE MEMORANDUM OF UNDERSTANDING

The Board announces that on 28 November 2014, the Purchaser, a wholly-owned subsidiary of the Company, entered into a supplemental agreement to the MOU (the “**Supplemental Agreement**”) with Airbus in relation to the Proposed Purchase of Aircraft, pursuant to which the parties agreed to proceed with negotiation in good faith of the entering into of the Formal Agreement on or before 1 December 2014. If the parties have not signed the Formal Agreement by 1 December 2014, the MOU and the Supplemental Agreement will be automatically terminated.

The Proposed Purchase of Aircraft, if materialised, may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Further announcement(s) in relation to the Proposed Purchase of Aircraft will be made by the Company as and when appropriate in accordance with the Listing Rules.

Shareholders and/or investors should note that the Proposed Purchase of Aircraft may or may not materialise as no formally binding documentation has been executed between the parties. Shareholders and/or investors are advised to exercise caution when dealing in the Company’s securities.

Reference is made to the announcement of the Company dated 6 November 2014 relating to the entering into of a memorandum of understanding with Airbus in relation to the Proposed Purchase of Aircraft (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board announces that on 28 November 2014, the Purchaser, a wholly-owned subsidiary of the Company, entered into the Supplemental Agreement with Airbus in relation to the Proposed Purchase of Aircraft, pursuant to which the parties agreed to proceed with negotiation in good faith of the entering into of the Formal Agreement on or before 1 December 2014. If the parties have not signed the Formal Agreement by 1 December 2014, the MOU and the Supplemental Agreement will be automatically terminated.

The Supplemental Agreement

The Purchaser and Airbus agreed to amend the terms of the MOU as follows:

- (i) the long stop date of the entering into of the Formal Agreement shall be extended to on or before 1 December 2014; and
- (ii) the automatic termination date of the MOU shall be extended from 30 November 2014 to 1 December 2014.

Save for the above, all other provisions of the MOU shall remain unchanged.

Reasons for entering into the Supplemental Agreement

As disclosed in sections headed “Further Negotiation” and “Termination” of the Announcement, the Purchaser and Airbus agreed to proceed with further negotiation in good faith of the entering into of the Formal Agreement on or before 30 November 2014. If the parties have not signed the Formal Agreement by 30 November 2014, the MOU will be automatically terminated unless otherwise agreed in writing by the parties.

Given that additional time is needed to proceed with the entering into of the Formal Agreement, the Purchaser and Airbus entered into the Supplemental Agreement to extend (i) the long stop date of entering into the Formal Agreement and (ii) the automatic termination date of the MOU.

General

The Proposed Purchase of Aircraft, if materialised, may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Further announcement(s) in relation to the Proposed Purchase of Aircraft will be made by the Company as and when appropriate in accordance with the Listing Rules.

Shareholders and/or investors should note that the Proposed Purchase of Aircraft may or may not materialise as no formally binding documentation has been executed between the parties and negotiations are still in progress. Shareholders and/or investors are advised to exercise caution when dealing in the Company’s securities.

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

Hong Kong, 30 November 2014

As at the date of this announcement, (i) the executive Directors are Mr. Poon Ho Man and Ms Liu Wanting; (ii) the non-executive Directors are Mr. Chen Shuang, 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. Zhang Chongqing and Mr. Nien Van Jin, Robert.