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BOC AVIATION LIMITED
中銀航空租賃有限公司*

(Incorporated in the Republic of Singapore with limited liability)

Stock code: 2588

**PROPOSED DISCLOSEABLE TRANSACTION
IN RELATION TO THE SALE
OF 17 AIRCRAFT**

The Board is pleased to announce that the Company and certain of its subsidiaries propose to enter into an agreement for the sale of a portfolio of 17 aircraft with a third-party buyer. The Company expects to enter into such agreement on or about 15 July 2019 and the sales are expected to close during 2019.

1. Introduction

The Board is pleased to announce that the Company proposes to enter into the Agreement with the Buyer, pursuant to which the Company and certain of its subsidiaries will sell the Aircraft to the Buyer and certain of its affiliates and to concurrently transfer the leases in respect of the Aircraft to the Buyer or such affiliate (the “**Transaction**”).

2. Details of the Agreement

2.1 The Aircraft

A portfolio of 17 aircraft comprising eight A320 family aircraft, seven 737 family aircraft, one 777 family aircraft and one 787 family aircraft, leased to 14 different airlines (the “**Aircraft**”).

All 17 aircraft sales are expected to close in 2019.

* *For identification purpose only*

2.2 The Company

BOC Aviation Limited, which is a leading global aircraft operating leasing company with a fleet of 507 aircraft owned, managed or on order as at 31 March 2019.

2.3 The Buyer

Silver Aircraft Lease Investment Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands. The Buyer will, upon acquisition of the Aircraft, be principally engaged in the business of aircraft leasing.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Buyer and its ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

2.4 The Transaction

The Transaction is proposed to be entered into in connection with the proposed issuance by the Buyer and certain of its affiliates of fixed rate notes which, as at the date of this announcement, remains subject to agreement on the final terms and conditions of such issuance by the relevant parties, including the Company.

Following the sale of the Aircraft, a subsidiary of the Company will manage the leases of the Aircraft on behalf of the Buyer.

3. **Listing Rules implications of the Transaction**

- 3.1 The Board confirms that the Company is a listed issuer actively engaged in aircraft leasing with aircraft operators as a principal business in its ordinary and usual course of business and the Company is therefore a Qualified Aircraft Lessor (as defined in the Listing Rules).
- 3.2 The Board further confirms that, if the Transaction proceeds (a) the Transaction will be entered into in the Company's ordinary and usual course of business and on normal commercial terms, and (b) the terms of the Transaction will be fair and reasonable and in the interests of the Company and its shareholders as a whole.
- 3.3 If the Transaction proceeds, one or more of the relevant percentage ratios for the Transaction under Rule 14.07 of the Listing Rules is expected to be more than 5% but all relevant percentage ratios are expected to be less than 25%, and therefore the Transaction is expected to constitute a discloseable transaction of the Company. However, as the Transaction will constitute a Qualified Aircraft Leasing Activity (as defined in the Listing Rules) of the Company, the Transaction will be exempt from the announcement, circular and/or shareholder' approval requirements under Listing Rule 14.33C.

3.4 The Company will make a further announcement if and when the Agreement is entered into.

4. Definitions

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Agreement”	the asset purchase agreement to be entered into between the Company as seller and the Buyer as purchaser in respect of the Aircraft
“Board”	the board of Directors
“Buyer”	Silver Aircraft Lease Investment Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands
“Company”	BOC Aviation Limited, a company incorporated under the laws of Singapore with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
BOC Aviation Limited
Zhang Yanqiu, Juliana
Company Secretary

Hong Kong, 24 June 2019

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Sun Yu as Chairman and Non-executive Director, Mr. Robert James Martin and Mr. Wang Jian as Executive Directors, Mr. Li Mang, Mr. Liu Chenggang, Mr. Wang Zhiheng and Ms. Zhu Lin as Non-executive Directors and Mr. Dai Deming, Mr. Fu Shula, Mr. Antony Nigel Tyler and Dr. Yeung Yin Bernard as Independent Non-executive Directors.