

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.



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

**DISCLOSEABLE TRANSACTION IN RELATION TO
THE PURCHASE AND LONG TERM LEASE OF
14 BOEING 737-8 AIRCRAFT**

The Board is pleased to announce that, on 27 November 2024, BOC Aviation (Cayman) Limited, a wholly-owned subsidiary of the Company, has entered into an agreement to purchase 14 Boeing 737-8 aircraft from The Boeing Company. The Company has also entered into long term leases with TUI Travel Aviation Finance Limited in respect of such aircraft on the same date. The Transaction constitutes a Qualified Aircraft Leasing Activity of the Company.

1. Introduction

The Board of Directors (the “**Board**”) of BOC Aviation Limited (the “**Company**”) is pleased to announce that on 27 November 2024, BOC Aviation (Cayman) Limited (“**BOC Aviation (Cayman)**”), a wholly-owned subsidiary of the Company, entered into an agreement with The Boeing Company (“**Boeing**”) pursuant to which BOC Aviation (Cayman) agreed to purchase 14 Boeing 737-8 aircraft (the “**Aircraft**”) from Boeing. The Company has also entered into long term leases with TUI Travel Aviation Finance Limited (the “**Airline**”) regarding the Aircraft on the same date (collectively the “**Transaction**”).

This announcement is made pursuant to Listing Rule 14.33D(1).

* *For identification purpose only*

2. Details of the Transaction

2.1 The Aircraft

14 Boeing 737-8 aircraft scheduled for delivery in 2025 and 2026.

2.2 Other terms

The Company has entered into finance leases with the Airline in respect of the Aircraft.

2.3 The Company and BOC Aviation (Cayman)

BOC Aviation Limited, which is a leading global aircraft operating leasing company with a fleet of 693 aircraft owned, managed or on order as at 30 September 2024. BOC Aviation (Cayman) is a wholly-owned subsidiary of the Company which is principally engaged in the leasing of aircraft and other related activities.

2.4 Boeing

The Boeing Company, a corporation organized and existing under the General Corporation Law of the State of Delaware, U.S.A., is principally engaged in the business of aircraft manufacturing. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Boeing and its ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

2.5 The Airline

The Airline is incorporated in the United Kingdom. It is a wholly-owned subsidiary of TUI AG (together with its subsidiaries, the "**TUI Group**") which manages the aircraft fleet of the TUI Group. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Airline and its ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

3. Listing Rules Implications

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 (a) the Transaction is entered into in the Company's ordinary and usual course of business and on normal commercial terms, and (b) the terms of the Transaction are fair and reasonable and in the interests of the Company and its shareholders as a whole.
- 3.3 As one or more of the relevant percentage ratios for the Transaction under Listing Rule 14.07 is more than 5% but all relevant percentage ratios are less than 25%, the Transaction constitutes a discloseable transaction of the Company. However, as the Transaction constitutes Qualified Aircraft Leasing Activity (as defined in the Listing Rules) of the Company, the Transaction is exempt from the announcement, circular and/or shareholders' approval requirements under Listing Rule 14.33C.

By Order of the Board
BOC Aviation Limited
So Yiu Fung
Company Secretary

Hong Kong, 28 November 2024

As at the date of this announcement, the Board of Directors of the Company comprises Mdm. Zhang Xiaolu as Chairman and Non-executive Director, Mr. Steven Matthew Townend as Executive Director, Mdm. Chen Jing, Mr. Jin Hongju, Mdm. Li Ke, Mdm. Liu Yunfei and Mr. Robert James Martin 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.