

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

*For identification purpose only

INVESTING FOR GROWTH



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FINANCIAL HIGHLIGHTS

Our financial highlights for the year ended 31 December 2023 are:

- **Total revenues and other income rose 7% year-on-year, to US\$2.5 billion**
- **Record net profit after tax of US\$764 million compared with US\$20 million in 2022**
- **Core net profit after tax was US\$547 million, excluding US\$217 million of net after-tax recoveries in respect of aircraft in Russia. This compared with US\$527 million of core earnings in 2022, excluding the net impact of the write-down of aircraft in Russia in 2022**
- **Earnings per share of US\$1.10 and net assets per share of US\$8.28**
- **Operating cash flow net of interest rose 8% to US\$1.6 billion**
- **Total assets of US\$24.2 billion at 31 December 2023, up 10% on 2022**
- **Raised US\$4.1 billion of new debt financing comprising US\$2.5 billion of loans and US\$1.7 billion of bonds**
- **Maintained strong liquidity of US\$5.6 billion, comprising US\$392 million in cash and cash equivalents and US\$5.2 billion in undrawn committed credit facilities at 31 December 2023**
- **The Board recommended a final dividend for 2023 of US\$0.2721 per share, pending approval at the AGM to be held on 30 May 2024. The final dividend will be payable to Shareholders registered at the close of business on the record date, being 7 June 2024, bringing the total dividend for the financial year 2023 to US\$0.3852¹ per share, calculated at 35% of net profit after tax**

Capitalised terms used but not defined in this annual report are found on pages 165 to 167.

Due to rounding, numbers presented throughout this annual report may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

¹ *Includes interim dividend of US\$0.1131 per share paid to Shareholders registered at the close of business on 29 September 2023.*

FINANCIAL HIGHLIGHTS

EXHIBIT 1: FINANCIAL HIGHLIGHTS

	Year ended 31 December		
	2023	2022	Change ¹
	US\$m	US\$m	%
Statement of Profit or Loss			
Revenues and other income	2,461 ²	2,307	6.7
Costs and expenses	(1,601)	(2,278) ³	(29.7)
Profit before income tax	861	29	>100.0
Net profit after income tax	764	20	>100.0
Earnings per share (US\$) ⁴	1.10	0.03	>100.0
	As at	As at	Change ¹
	31 December 2023	31 December 2022	
	US\$m	US\$m	
Statement of Financial Position			
Cash and short-term deposits	392	397	(1.1)
Total current assets	831	845	(1.6)
Total non-current assets	23,338	21,226	10.0
Total assets	24,170	22,071	9.5
Total current liabilities	3,402	2,719	25.1
Total non-current liabilities	15,019	14,150	6.1
Total liabilities	18,421	16,869	9.2
Net assets	5,748	5,202	10.5
Financial Ratios			
Net assets per share (US\$)	8.28	7.50	10.5
Gross debt to equity (times)	2.9	2.9	
Net debt to equity (times)	2.8	2.8	

¹ Percentage change is calculated based on numbers in US\$ thousands as shown in the financial statements.

² Includes the insurance recovery in respect of aircraft in Russia of US\$258 million in FY2023.

³ Includes the impairment of aircraft in Russia in FY2022.

⁴ Earnings per share is calculated by dividing net profit after tax by total number of shares outstanding at 31 December 2023 and 31 December 2022. Number of shares outstanding at 31 December 2023 and 31 December 2022 was 694,010,334.

FINANCIAL HIGHLIGHTS

**EXHIBIT 2: OPERATING CASH FLOW
NET OF INTEREST, US\$m**

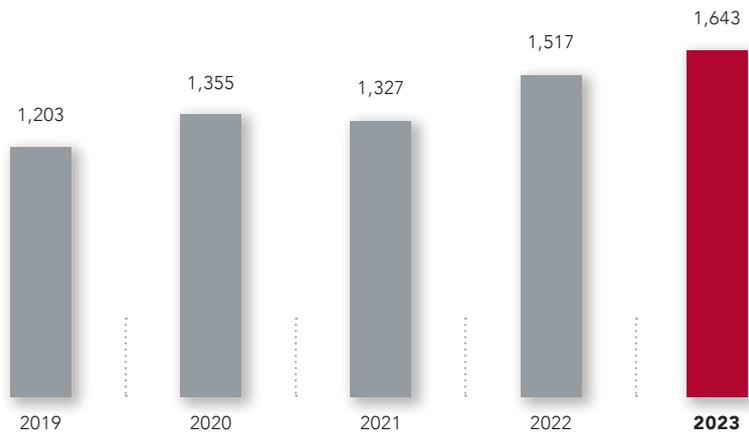
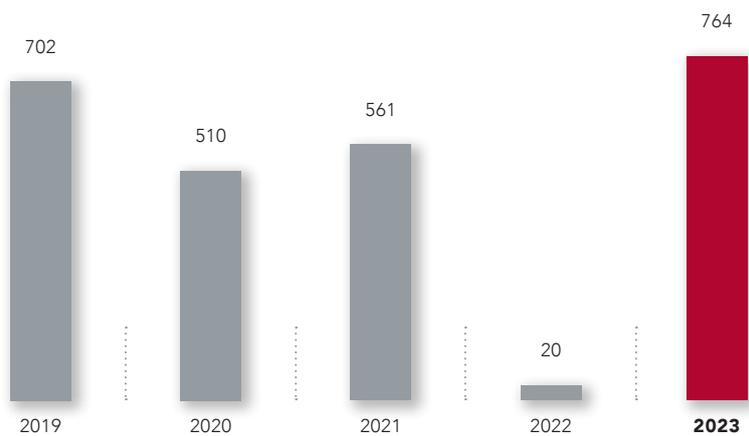


EXHIBIT 3: NET PROFIT, US\$m



PORTFOLIO AND OPERATIONAL HIGHLIGHTS

As at 31 December 2023, BOC Aviation had:

- **A total fleet of 684 aircraft owned, managed and on order, with an average aircraft age of 4.6 years and an average remaining lease term of 8.1 years for the 426 owned aircraft fleet, weighted by net book value¹**
- **A customer base of 91 airlines in 45 countries and regions in the owned and managed portfolios**
- **Executed a record 348 transactions in 2023, including:**
 - **Commitments to purchase 95 aircraft**
 - **Delivery of 65 aircraft (excluding two acquired by an airline customer on delivery)**
 - **Sale of 20 aircraft and one engine**
 - **142 lease commitments**
- **An orderbook of 224 aircraft**
- **Recorded aircraft utilisation of 99% for the owned portfolio for the year ended 31 December 2023**

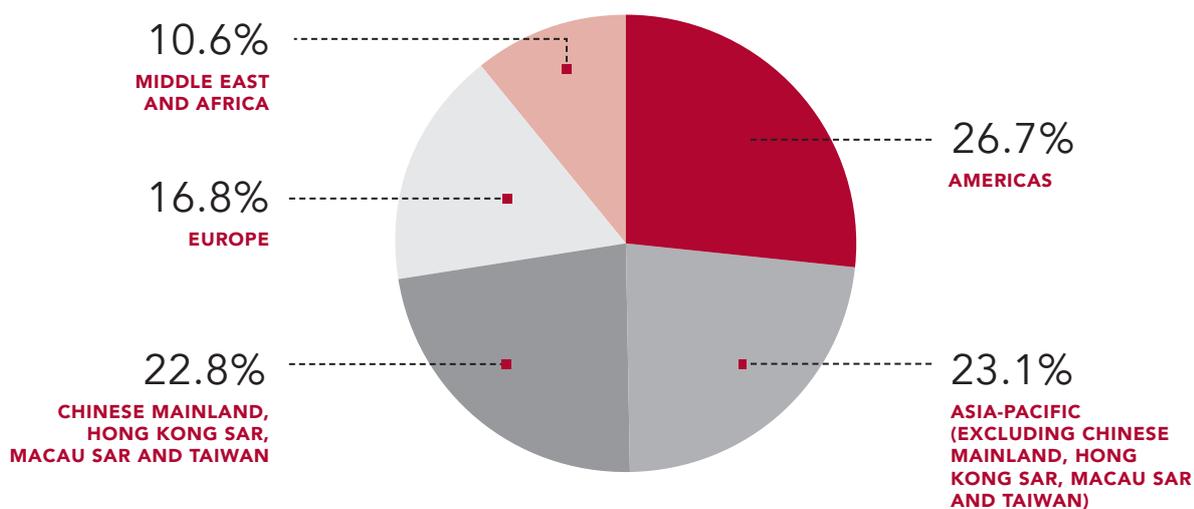
¹ Includes finance lease receivables in respect of aircraft on leases classified as finance leases in accordance with IFRS 16 (Leases).

PORTFOLIO AND OPERATIONAL HIGHLIGHTS

**EXHIBIT 4: AIRCRAFT PORTFOLIO AT 31 DECEMBER 2023,
BY NUMBER OF AIRCRAFT**

Aircraft Type	Owned Aircraft ¹	Managed Aircraft ¹	Aircraft on Order	Total
Airbus A220 family	18	0	0	18
Airbus A320CEO family	83	14	0	97
Airbus A320NEO family	122	0	124	246
Airbus A330CEO family	8	1	0	9
Airbus A330NEO family	6	0	0	6
Airbus A350 family	9	0	0	9
Boeing 737NG family	61	13	0	74
Boeing 737-8/9	60	0	93	153
Boeing 777-300ER	27	4	0	31
Boeing 787 family	27	1	7	35
Freighters	5	1	0	6
Total	426	34	224	684

EXHIBIT 5: NET BOOK VALUE² OF AIRCRAFT BY REGION



¹ Adjusted for disposition of 11 owned and one managed aircraft under insurance settlements.

² Includes finance lease receivables in respect of aircraft on leases classified as finance leases in accordance with IFRS 16 (Leases) and excludes aircraft off lease.

CHAIRMAN'S STATEMENT



In 2023, the Company enjoyed a substantial rebound from the prior year to report a net profit after tax of US\$764 million. Total revenues and other income rose to US\$2.5 billion in 2023, up 7% year-on-year, while our total assets were US\$24.2 billion as at 31 December 2023, an increase of 10% against 31 December 2022.

Our dividend policy remains unchanged and the Board has recommended to pay 35% of our full year net profit after tax to Shareholders, which translates to a final dividend of US\$0.2721 per share, and will bring the total dividend for 2023 to US\$0.3852 per share.

During the year our Company saw changes at both senior management and Board levels. Our long-standing Managing Director and Chief Executive Officer, Robert Martin, retired at the end of 2023 and we welcomed Steven Townend, a 23-year veteran of the Company and previously Deputy Managing Director and Chief Financial Officer, as his replacement from 1 January 2024. Steven has been replaced as Chief Financial Officer by Wu Jianguang. Elsewhere, our Chief Operating Officer David Walton retired at the end of June and was replaced by Thomas Chandler. I would like to thank Robert and David for their many years of service and their contributions to the Company.

At the Board level, I replaced Chen Huaiyu as chairman in April 2023, and we added two new directors in November as Jin Hongju and Li Ke joined the Board, replacing Dong Zonglin and Wei Hanguang. I am also pleased to report that Robert Martin remains on the Board as a non-executive director. We thank Mr. Chen, Mr. Dong and Mdm. Wei for their efforts and contributions on behalf of all our Company's stakeholders.

Our Company returned to growth in 2023 as our fleet expanded to 460 owned and managed aircraft leased to 91 airlines in 45 countries and regions. We remain one of the top five global aircraft operating leasing companies and the largest aircraft leasing company based in Asia-Pacific, by value of owned fleet and we thank all of our stakeholders for their ongoing support.

The recovery in our earnings in 2023 is testimony to the high quality development of the Company aligned with recovery of the global aviation market. Industry dynamics remain favourable for 2024 and we are confident that we are well positioned for future growth.

A stylized handwritten signature in black ink, appearing to be the Chinese characters '刘金' (Liu Jin).

Liu Jin

Chairman

(April 2023 – March 2024)

CHIEF EXECUTIVE'S COMMENTS



During 2023 we celebrated our 30th anniversary and our 30th year of unbroken profitability, with growth in revenues, cashflows and earnings. We reported a record net profit after tax of US\$764 million, substantially ahead of last year's US\$20 million and surpassing our previous record of US\$702 million set in 2019. Core net profit after tax (excluding recoveries in respect of aircraft detained in Russia) was US\$547 million, ahead of the core earnings for 2022 of US\$527 million (adjusted for the net write-down of those Russian aircraft).

The year saw the recovery of the global airline industry, with year-on-year passenger traffic rising 37% in 2023, according to the International Air Transport Association (IATA), and December's traffic at 98% of 2019 levels. This has been accompanied by a rebound in airline profitability, with IATA anticipating net profit after tax for the airline industry of US\$23.3 billion in 2023, more than double its expectations as recently as June 2023 and the best performance since 2019. IATA projects a further 10% growth in airline earnings in 2024.

Robust demand for travel led to rising demand for new and used aircraft. This included both single and twin-aisle aircraft models as the recovery of long-haul travel, particularly in Asia-Pacific markets, boosted demand for the latter. Production and availability of new aircraft, however, have not kept pace with airline capacity requirements, with Boeing and Airbus producing only 6% more passenger aircraft than they did in 2022 and delivering 23% fewer aircraft than the previous delivery peak in 2018.

This supply-side shortage has positively affected both lease rates and aircraft values. Aircraft appraisers have generally reported increases in aircraft valuations to above 2019 levels and lessors have seen higher lease rates for both new and used aircraft.

Despite continued production challenges at all manufacturers, our Company acquired 65 aircraft in 2023, and ended the year with a fleet of 460 owned and managed aircraft.

The growth in used aircraft demand during the year led to airlines either extending leases or purchasing leased aircraft to guarantee access to future capacity. Over 90% of the leases that expired in 2023 were extended with, or sold to, the same airline and all of 2024's maturing leases have already been extended, sold or re-leased.

During the year we sold 20 aircraft. Pre-tax profit from aircraft sales totalled US\$78 million, up 22% from 2022. Aircraft sales make an important contribution to our portfolio development strategy that enabled us to end 2023 with a weighted average aircraft age of 4.6 years and a weighted average lease term remaining of 8.1 years, amongst the youngest and longest, respectively, in the aircraft operating leasing industry. At year-end 77% of our fleet comprised latest technology aircraft, up from 71% in 2022, with the entire orderbook comprising latest technology models.

Net lease yield for operating leases ended the year slightly higher at 7.1% compared to 7.0% in 2022. This reflected a continued improvement in our operating lease rate factor to 10.0% from 9.2% and offset a higher cost of funds.

CHIEF EXECUTIVE'S COMMENTS

As a consequence of greater investment activity and better yields, operating leasing revenues rose 7% to US\$1.9 billion. Interest income from finance leases totalled US\$69 million, an increase of 69% from the prior year.

These improvements reflected a rebound in capital expenditure to US\$3.6 billion, approaching levels last seen in 2020. This drove 10% growth in total assets to US\$24.2 billion, with both finance lease receivables and fleet net book value expanding. We were active in the funding markets to support this investment. We raised US\$1.7 billion from the debt capital markets at the tightest spreads achieved in the industry, as well as a further US\$2.5 billion in new funding from banks that included our largest ever loan facility of US\$1.4 billion. The backdrop of higher underlying interest rates did, however, lift our average cost of funds to 4.1% for the year from 3.1% in 2022.

Operating cashflows net of interest hit another record in 2023, rising to US\$1.6 billion from US\$1.5 billion in 2022 as we recorded another strong year of collections, which remained above 100% as airline customers repaid previously deferred amounts.

We conducted 18 community events in 2023, with participation by more than 80% employees from our offices around the globe. These included cleaning wheelchairs for the Red Cross, food preparation, packing and distribution, cleaning streets, coasts and waterways as well as participating in the Orbis Virtual Moonwalkers Run. We also continued our donation support for Airlink as it provided aid following the earthquake in Turkey in February and were the primary sponsor for the Tchoukball Association of Singapore, supporting its growth and its participation in the 2023 World Cup.

2024 has started strongly and we are optimistic about the outlook. The full recovery of cross-border travel in Asia-Pacific should lead to further global demand growth this year. We have a substantial orderbook, equivalent to more than half of our current owned fleet, which provides a valuable pipeline of future revenue.

We congratulate our team on achieving record earnings in the year when we celebrated our 30th anniversary. We are also grateful for the support of our Board, investors and all other stakeholders as we focus on the growth opportunities ahead.



Steven Townend

Chief Executive Officer and Managing Director

BUSINESS AND FINANCIAL REVIEW

BOC Aviation is one of the largest aircraft operating leasing companies in the world. Our primary source of revenue is from long-term, US dollar-denominated leases contracted with our globally diversified commercial airline customer base.

From our inception to 31 December 2023, we have:

- **Purchased and committed to purchase more than 1,100 aircraft with an aggregate purchase price of more than US\$63 billion**
- **Executed more than 1,300 leases with 190 airlines in more than 60 countries and regions**
- **Sold more than 430 owned and managed aircraft**
- **Raised over US\$42 billion in debt financing**

We benefit from a low average cost of debt, which was 4.1% in 2023, supported by our strong investment grade corporate credit ratings of A- from both Fitch Ratings and S&P Global Ratings and by our access to diverse debt funding sources. Our primary sources of debt funding are unsecured notes issued in the debt capital markets and unsecured loan facilities from our group of more than 50 lenders.

We have strong liquidity including access to US\$5.2 billion in undrawn committed lines of credit as at 31 December 2023.

BUSINESS AND FINANCIAL REVIEW

REVENUE

Lease rental income continues to provide the majority of our total revenue, supplemented by interest and fee income and gain on sale of aircraft.

EXHIBIT 6: REVENUE BREAKDOWN, % 2023

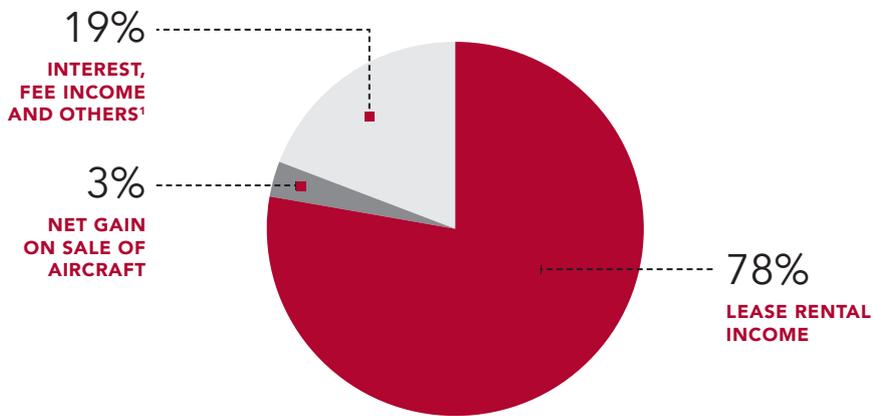
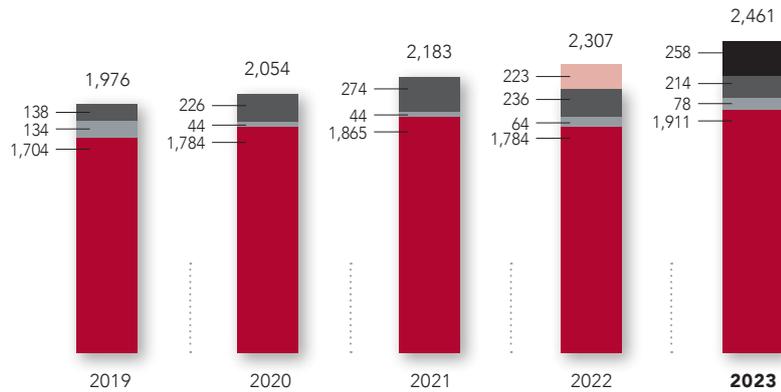


EXHIBIT 7: REVENUE BREAKDOWN, US\$m



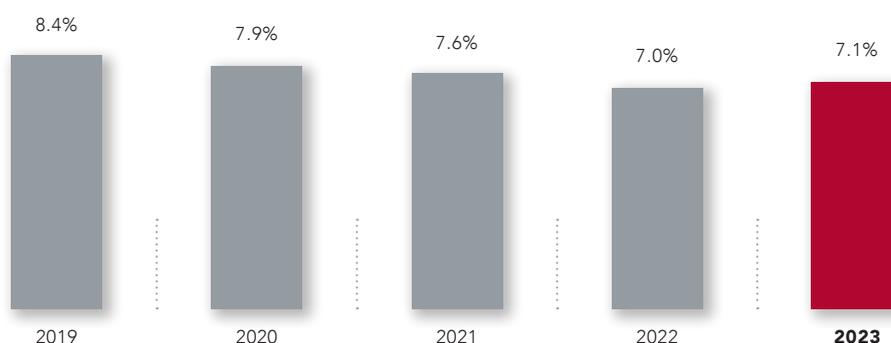
- Lease rental income
- Net gain on sale of aircraft
- Interest, fee income and others
- Income arising from termination of leases with airlines in Russia
- Recovery in respect of aircraft in Russia

¹ Includes the recovery in respect of aircraft in Russia.

BUSINESS AND FINANCIAL REVIEW

Our net lease yield¹ for operating leases improved in 2023 from 2022 as we successfully priced in the rising cost of debt and significantly reduced the number of aircraft off lease. As at 1 March 2024, only four aircraft are off-lease.

EXHIBIT 8: NET LEASE YIELD¹, %



Our lease rental revenue is contracted on a long-term basis. Scheduled lease expiries on around 76% of our owned portfolio occur in 2030 or beyond, with 1% scheduled to expire in 2024.

EXHIBIT 9: LEASE EXPIRIES AS % OF PORTFOLIO² AS AT 31 DECEMBER 2023



¹ Net lease yield for operating leases is calculated as operating lease rental income less finance expenses apportioned to operating lease rental income, divided by average aircraft net book value (including aircraft held for sale).

² Owned aircraft with lease expiring in each calendar year, weighted by net book value including finance lease receivables in respect of aircraft on leases classified as finance leases in accordance with IFRS 16 (Leases).

BUSINESS AND FINANCIAL REVIEW

OPERATING EXPENSES

Aircraft costs¹ and finance expenses remain the largest components of our costs and represented 90% of our total operating costs in 2023. Our largest cash cost, finance expenses, rose as debt levels and our average cost of funds increased.

EXHIBIT 10: OPERATING COST BREAKDOWN, % 2023

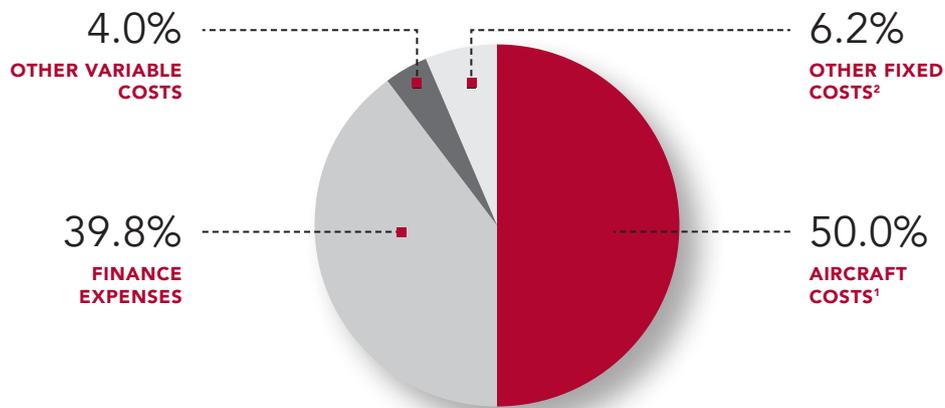
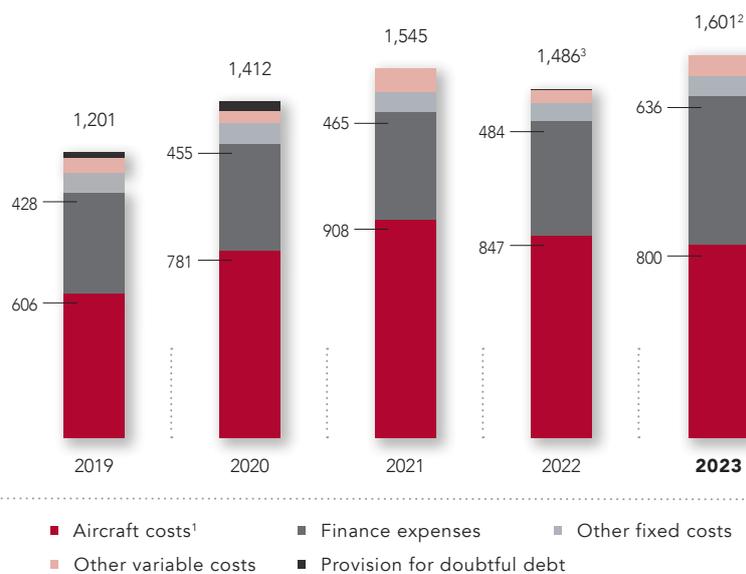


EXHIBIT 11: OPERATING COST BREAKDOWN, US\$m



¹ Aircraft costs comprise depreciation and impairment charges.

² Includes US\$3 million of write-back of provision for doubtful debt.

³ Excludes the impairment of aircraft in Russia.

BUSINESS AND FINANCIAL REVIEW

NET PROFIT AFTER TAX

In 2023, our net profit after tax was US\$764 million, representing a return on equity of 14.0% for the year.

Our effective tax rate for 2023 was in line with the previous year at 11.2%. Ireland represents the largest proportion of our income tax expense, reflecting 2023's tax accruals related to recoveries for aircraft in Russia.

EXHIBIT 12: EFFECTIVE TAX RATE, %

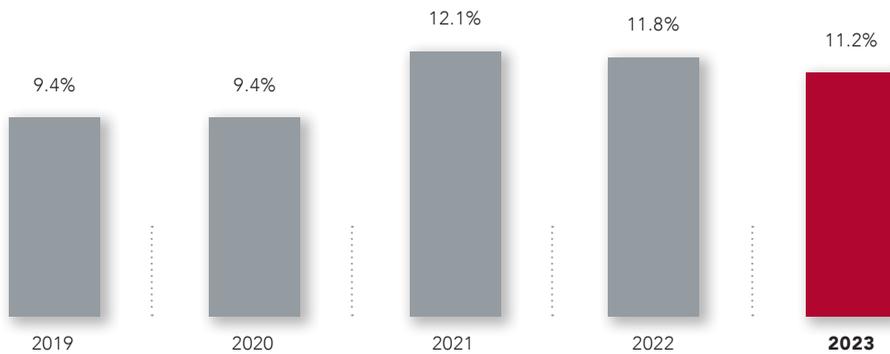
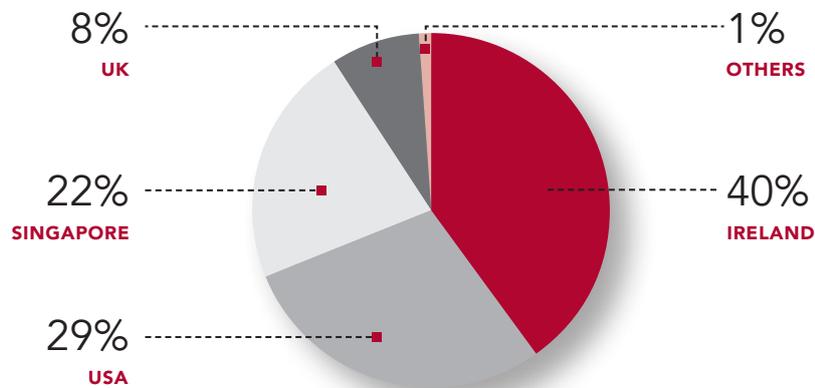


EXHIBIT 13: INCOME TAX EXPENSE BY JURISDICTION, % 2023



BUSINESS AND FINANCIAL REVIEW

ASSETS AND EQUITY

Our total assets increased by US\$2.1 billion to US\$24.2 billion as at 31 December 2023. Aircraft continue to represent the largest component of our total assets with a net book value of US\$19.1 billion as at 31 December 2023, with finance lease receivables increasing by US\$1.9 billion to US\$2.5 billion.

Our total equity increased 11% to US\$5.7 billion as at 31 December 2023.

EXHIBIT 14: TOTAL ASSETS VS. FLEET NBV, US\$b

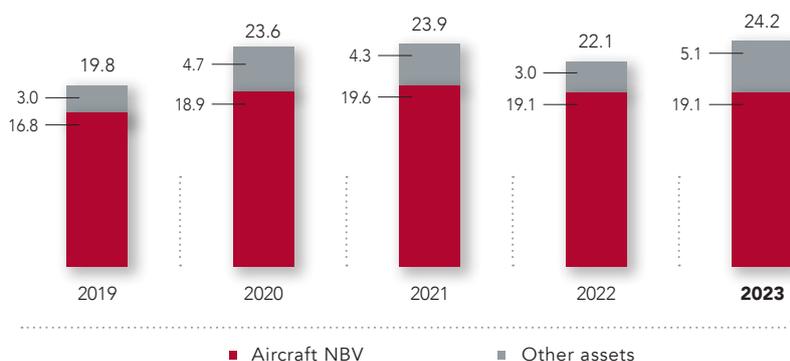
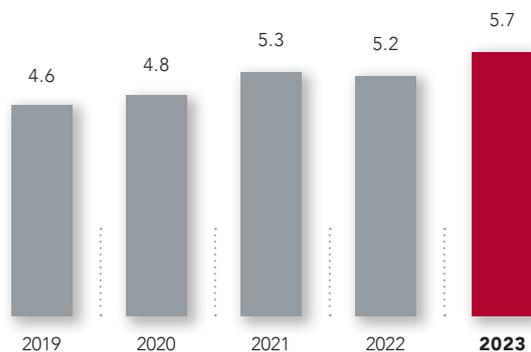


EXHIBIT 15: 2023 AIRCRAFT ASSETS' EVOLUTION, US\$b



EXHIBIT 16: TOTAL EQUITY, US\$b



Our orderbook of 224 aircraft as at 31 December 2023 accounted for the US\$12.0 billion of future capital expenditure commitments.

¹ Comprise aircraft on operating leases and finance lease receivables in respect of aircraft on leases classified as finance leases in accordance with IFRS 16 (Leases).

² Aircraft costs comprise depreciation, impairment charges and reduction in finance lease receivables.

BUSINESS AND FINANCIAL REVIEW

LIABILITIES

Total liabilities increased by US\$1.6 billion in 2023, as we added US\$1.4 billion of debt. Repayment of bonds exceeded their issuance in 2023 which, combined with more activity in the bank market, accounted for the greater proportion of loans in our liability structure.

EXHIBIT 17: TOTAL LIABILITIES, US\$b

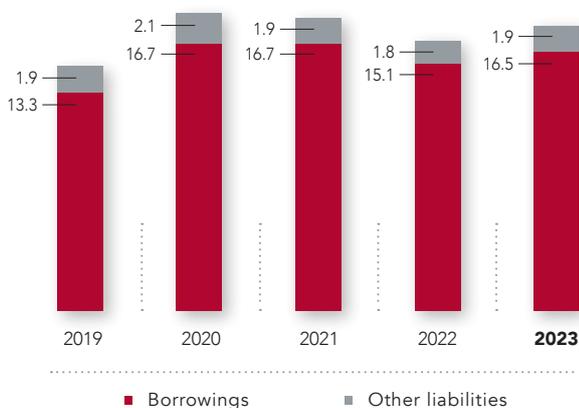
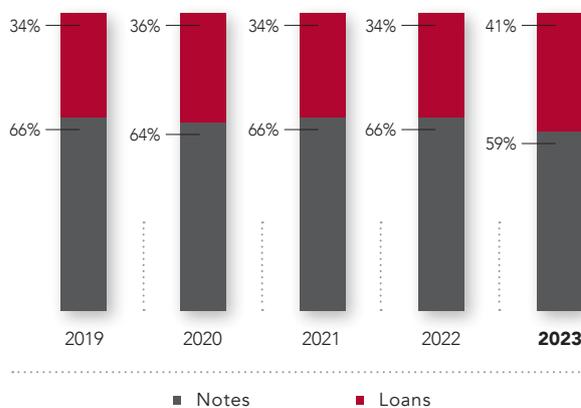


EXHIBIT 18: SOURCES OF DEBT, %



The proportion of our leases that are contracted on a fixed rate basis declined marginally in 2023, primarily as we recommenced writing floating rate leases as SOFR gained market acceptance as the replacement for LIBOR. The proportion of fixed rate funding increased to 70%.

EXHIBIT 19: FIXED VS. FLOATING RATE LEASES¹, %

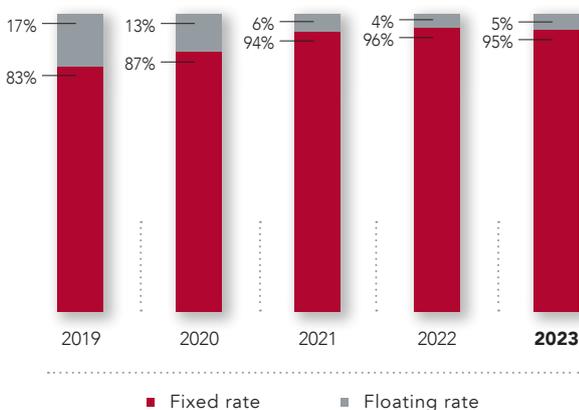
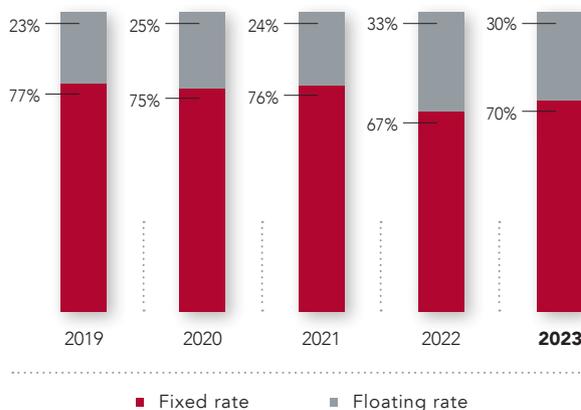


EXHIBIT 20: FIXED VS. FLOATING RATE DEBT, %



¹ By net book value of aircraft including aircraft on leases classified as finance leases in accordance with IFRS 16 (Leases) and excluding aircraft off lease.

BUSINESS AND FINANCIAL REVIEW

SIGNIFICANT EVENTS AFTER 31 DECEMBER 2023

On 1 January 2024, Mr. Robert Martin was re-designated as a Non-executive Director. Please refer to the announcement dated 8 November 2023 on the websites of the Stock Exchange and the Company for more information.

On 1 January 2024, Mr. Steven Townend was appointed as an Executive Director, the Chief Executive Officer and Managing Director, a member of the Strategy and Budget Committee and an Authorised Representative. Please refer to the announcement dated 8 November 2023 on the websites of the Stock Exchange and the Company for more information.

On 12 February 2024, a wholly-owned subsidiary of the Company entered into an agreement with InterGlobe Aviation Limited for the finance leases of four Airbus A320NEO aircraft. Please refer to the Company's announcement dated 14 February 2024 on the websites of the Stock Exchange and the Company for more information.

On 13 February 2024, a wholly-owned subsidiary of the Company entered into an agreement with JetBlue Airways Corporation for the finance leases of three Airbus A321NEO and three Airbus A220-300 aircraft. Please refer to the Company's announcement dated 14 February 2024 on the websites of the Stock Exchange and the Company for more information.

On 24 March 2024, the Company announced that it had recovered possession of two Boeing 747-8F aircraft previously detained in Russia. The Company is assessing the implications of the recovery on its financial results and insurance claims in respect of these aircraft. Please refer to the Company's announcement dated 24 March 2024 on the websites of the Stock Exchange and the Company for more information.

On 27 March 2024, Mr. Liu Jin resigned as a Non-executive Director, Chairman of the Board and Chairman of the Nomination Committee. Please refer to the Company's announcement dated 27 March 2024 on the websites of the Stock Exchange and the Company for more information.

On 15 April 2024, Mr. Wang Xiao resigned as a Non-executive Director, and a member of the Risk Committee and the Strategy and Budget Committee. Please refer to the Company's announcements dated 14 April 2024 and 18 April 2024 on the websites of the Stock Exchange and the Company for more information.

On 16 April 2024, Mdm. Zhang Xiaolu was re-designated as a Non-executive Director. Please refer to the Company's announcement dated 14 April 2024 on the websites of the Stock Exchange and the Company for more information.

On 16 April 2024, Mdm. Liu Yunfei was appointed as a Non-executive Director, and a member of the Risk Committee and the Strategy and Budget Committee. Please refer to the Company's announcement dated 14 April 2024 on the websites of the Stock Exchange and the Company for more information.

BUSINESS ENVIRONMENT

This section outlines our business strategy, the risks that we face in implementing that strategy and how we mitigate those risks.

Our revenues are derived largely from the leasing of aircraft, supplemented by interest and fee income and gains on sale of aircraft. Our principal costs are interest on borrowings and depreciation of aircraft.

BUSINESS AND FINANCIAL REVIEW

The primary drivers of lease rental income are the performance of our portfolio of leased aircraft, which depends on the timely payment of lease rentals by our airline customers, our ability to maximise the utilisation of our aircraft by minimising time off-lease, and our ability to grow the portfolio, thereby increasing lease revenue.

Revenue growth is driven by our ability to secure attractive lease terms for the new aircraft that we have on order, which is in turn driven by airline demand for leased aircraft and the availability of competing aircraft from other leasing companies. It also reflects our ability to acquire additional aircraft assets under purchase and leaseback transactions with airlines, which depends on airline demand for funding and competition from other leasing companies and other funding sources.

We build our balance sheet and grow our lease rental income through direct orders from the manufacturers as well as purchase and leaseback transactions with airlines. The availability of near-term delivery positions from both Airbus and Boeing for single-aisle passenger aircraft, our core asset type, is very limited. The Company achieved significant success with purchase and finance lease transactions with strong credit airlines as they emerge from the pandemic era while some of their traditional sources of financing remained constrained. The aircraft operating leasing industry remains highly competitive. Both mature and new-entrant aircraft operating leasing companies compete for purchase and leaseback transactions where barriers to entry are low, especially in a market environment in which debt financing for leased aircraft remains readily available.

Some consolidation is taking place within our industry, but strong competition may make it more difficult to grow our balance sheet and our revenue base by winning purchase and leaseback transactions and, for those transactions that we do win, we may find that our margins and returns will come under pressure. The Company replenished its orderbooks with both Airbus and Boeing in 2022 and added to those commitments with opportunistic acquisitions of 11 aircraft in 2023. All new aircraft scheduled for delivery in 2024 have been placed.

This competitive environment contributes to good opportunities for selling aircraft. Investor demand for purchasing leased aircraft is a primary driver of our ability to generate gains on sale of aircraft. The availability and cost of financing is, in turn, one of the key drivers of investor demand for leased aircraft, along with an assessment of the future residual value of aircraft. Increased US Dollar interest rates may reduce the gains we can generate by selling aircraft with fixed rate leases attached, as now only a small proportion (5%) of our aircraft operating leases feature floating rate rentals, however some of this will be offset by the effect of inflation on aircraft values.

Airline demand and our ability to grow are affected by manufacturer production rates and the ability of manufacturers to deliver aircraft on time, which are themselves dependent on the performance of their supply chains. New aircraft programmes continue to be affected by delivery delays in 2023, which delayed our investment in, and consequent lease revenue from, the affected aircraft.

In general, 2023 saw a return to growth across the industry with traffic recovery to near 2019 levels. The combination of the rapid recovery and the constrained supply of aircraft has led to rising demand for leased aircraft and in particular for the lease extension or purchase of used aircraft from existing airline customers as they manage increased demand against a backdrop of new aircraft delivery delays.

BUSINESS AND FINANCIAL REVIEW

We have been able to mitigate these risks by maintaining a young portfolio of in-demand aircraft and an orderbook that focuses primarily on the most popular single-aisle aircraft, by applying stringent risk management principles in our customer selection process and by placing aircraft on well-structured, long-term leases. We also mitigate risk by maintaining a diverse portfolio with a global customer base, enabling us to redeploy assets as and when necessary to areas of greater demand. Our aircraft sales plan is an integral part of our risk management strategy and enables us to reduce our exposure to asset types and airline credits that do not align with our long-term investment strategy.

On the cost side of the business, we seek to control aircraft depreciation costs by securing attractive prices from aircraft manufacturers by placing regular bulk orders, and by maintaining price discipline in the purchase and leaseback market to avoid overpaying for assets.

We also seek to control our cost of funding, the other major component of our cost base, by maintaining our investment grade credit ratings of A- from both Fitch and S&P Global Ratings and by regular engagement with our broad and diverse investor and lending groups. Rising US Dollar interest rates increase our overall funding cost and thus affect the margins that we can achieve to the extent that we cannot pass this on to lessees in our leasing business. However, 70% of our existing debt is fixed rate, which will mitigate this effect.

The Russia-Ukraine conflict resulted in the write-down to zero of 17 aircraft in 2022. We concluded insurance settlements on 11 of these aircraft in 2023 and we continue to pursue insurance claims on the aircraft that remain or were formerly detained in Russia.

ENVIRONMENTAL POLICY AND PERFORMANCE

BOC Aviation is committed to using resources efficiently and reducing waste. We invest in the latest-technology, most fuel-efficient aircraft which represent 77% of our fleet and we focus on actively reducing our direct carbon emissions and being carbon neutral for our direct carbon emissions by offset. While we do not operate the aircraft that we own and cannot directly control the greenhouse gas emissions of aircraft operated by our airline customers, our business model of investing in modern, young aircraft for our customers' fleets contributes to more efficient use of aviation fuel and to the achievement of the airline industry's climate change targets. In addition, for the environmental impact that we directly control, we set targets to reduce our electricity use, reduce our direct CO₂ emissions and reduce waste produced directly in our business, and we are 100% carbon neutral for our direct CO₂ emissions by offset. More information will be presented in the Company's Environmental, Social and Governance Report, which will be published together with our annual report.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this annual report may be viewed as forward-looking statements. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Company to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. In addition, we assume no obligation and do not intend to update these forward-looking statements.

MANAGEMENT DISCUSSION AND ANALYSIS

STATEMENT OF PROFIT OR LOSS ANALYSIS

We recorded a net profit after tax of US\$764 million for the year ended 31 December 2023 compared with US\$20 million for the year ended 31 December 2022. The increase in net profit after tax was mainly due to lower impairment of aircraft, higher lease rental and other income, partially offset by absence of income arising from termination of leases and higher finance expenses.

Our selected financial data and changes to our consolidated statement of profit or loss are set out below:

	Year ended 31 December			
	2023	2022	Change	Change
	US\$'000	US\$'000	US\$'000	%
Lease rental income	1,911,033	1,784,461	126,572	7.1
Interest income from finance leases	68,951	40,697	28,254	69.4
Other interest and fee income	86,182	96,123	(9,941)	(10.3)
	2,066,166	1,921,281	144,885	7.5
Other sources of income:				
Net gain on sale of aircraft	77,848	63,867	13,981	21.9
Income arising from termination of leases	–	222,876	(222,876)	(100.0)
Other income	317,256	99,028	218,228	220.4
Total revenues and other income	2,461,270	2,307,052	154,218	6.7
Depreciation of property, plant and equipment	795,389	786,084	9,305	1.2
Impairment of aircraft	8,800	855,991	(847,191)	(99.0)
Finance expenses	636,361	483,661	152,700	31.6
Staff costs	67,741	49,122	18,619	37.9
(Write-back of)/Impairment losses on financial assets	(2,879)	1,235	(4,114)	(333.1)
Other operating costs and expenses	95,301	101,463	(6,162)	(6.1)
Total costs and expenses	(1,600,713)	(2,277,556)	(676,843)	(29.7)
Profit before income tax	860,557	29,496	831,061	2,817.5
Income tax expense	(96,655)	(9,436)	87,219	924.3
Profit for the year	763,902	20,060	743,842	3,708.1

MANAGEMENT DISCUSSION AND ANALYSIS

REVENUES AND OTHER INCOME

Our total revenues and other income increased by 6.7% to US\$2.5 billion from US\$2.3 billion in 2022, primarily due to an increase in lease rental income and other income, partially offset by a decrease in income arising from termination of leases as described below.

LEASE RENTAL INCOME

Our lease rental income increased by 7.1% to US\$1.9 billion in 2023 compared with US\$1.8 billion in 2022. During the year, we added 24 aircraft on operating leases and sold 20 aircraft. The lease rental yield¹ for aircraft subject to operating leases was 10.0% for 2023 compared with 9.2% for 2022.

INTEREST INCOME FROM FINANCE LEASES

Our interest income from finance leases increased by 69.4% to US\$69 million in 2023 compared with US\$41 million in 2022. During the year, we added 41 aircraft and five engines on leases classified as finance leases.

The lease rental yield² for aircraft on leases classified as finance leases in accordance with IFRS 16 (Leases) was 6.6% in 2023 compared with 6.2% in 2022.

OTHER INTEREST AND FEE INCOME

Our other interest and fee income, mainly in respect of fees from pre-delivery payment transactions, interest income, and lease management and remarketing fee income, was US\$86 million in 2023 compared with US\$96 million in 2022. The decrease was primarily due to lower fees from pre-delivery payment transactions.

NET GAIN ON SALE OF AIRCRAFT

Net gain on sale of aircraft increased by 21.9% to US\$78 million in 2023 compared with US\$64 million in 2022 mainly due to 20 aircraft being sold in 2023 compared with 17 aircraft in 2022.

INCOME ARISING FROM TERMINATION OF LEASES

Income arising from termination of leases was nil in 2023 compared with US\$223 million in 2022, which arose from cash collateral held by us in respect of aircraft in Russia following the termination of leases with Russian airlines in 2022.

¹ Lease rental yield for operating leases is defined as operating lease rental income divided by the average of aircraft net book value.

² Lease rental yield for finance leases is defined as the average effective interest rate per annum on finance lease receivables as at 31 December 2023 and 31 December 2022 respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

OTHER INCOME

Other income increased by 220.4% to US\$317 million in 2023 compared with US\$99 million in 2022 mainly due to receipt of insurance settlement proceeds from a Russian insurance company in respect of 11 aircraft formerly leased to Russian airlines which were detained in Russia.

COSTS AND EXPENSES

Costs and expenses increased by 7.7% to US\$1,601 million in 2023 from US\$1,486 million in 2022 (excluding the write-down of net book value of 17 aircraft in Russia of US\$791 million in 2022), mainly due to higher finance expenses partially offset by lower aircraft impairment as described below.

IMPAIRMENT OF AIRCRAFT

Impairment of aircraft decreased to US\$9 million in 2023 for ten aircraft compared with US\$65 million in 2022 for 14 aircraft (excluding the write-down of 17 aircraft in Russia), where the recoverable value for each affected aircraft was assessed to be lower than its net book value.

FINANCE EXPENSES

Finance expenses increased by 31.6% to US\$636 million in 2023 from US\$484 million in 2022 mainly due to a higher cost of debt of 4.1% per annum in 2023 compared with 3.1% per annum in 2022 and an increase in loans and borrowings to US\$16.5 billion as at 31 December 2023 from US\$15.1 billion as at 31 December 2022.

STAFF COSTS

Staff costs increased by 37.9% to US\$68 million in 2023 from US\$49 million in 2022 mainly due to higher provisions for variable cash bonuses in 2023 compared with 2022 based on the Group's performance.

(WRITE-BACK OF)/IMPAIRMENT LOSSES ON FINANCIAL ASSETS

Write-back of impairment losses on financial assets of US\$3 million was recognised in 2023 compared with impairment losses of US\$1 million in 2022 mainly due to improvement in cash collections from certain lessees in 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

OTHER OPERATING COSTS AND EXPENSES

Other operating costs and expenses mainly comprise repossession and transition costs, amortisation of deferred debt issue costs, general and administration costs, taxes (other than income tax expense) and professional fees. The decrease of 6.1% in these costs to US\$95 million in 2023 from US\$101 million in 2022 was mainly due to lower provision for costs in relation to the transition and repossession of aircraft.

PROFIT BEFORE INCOME TAX

Profit before income tax increased to US\$861 million in 2023 from US\$29 million in 2022.

INCOME TAX EXPENSE

Income tax expense increased by 924.3% to US\$97 million in 2023 from US\$9 million in 2022, primarily due to income tax expense in 2023 arising from continuing operations and the insurance settlement proceeds in respect of 11 aircraft in Russia, compared to an income tax credit in 2022 as a result of the write-down of 17 aircraft in Russia. The effective tax rate was 11.2% and 32.0% in 2023 and 2022, respectively. Excluding the net impact of insurance settlement proceeds in 2023 and write-down of aircraft in 2022 in respect of aircraft in Russia, the effective tax rate was 10.7% in 2023 and 11.8% for 2022.

PROFIT FOR THE YEAR

As a result of the foregoing, our profit after tax for the year increased to US\$764 million in 2023 from US\$20 million in 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

STATEMENT OF FINANCIAL POSITION ANALYSIS

Our total assets increased by 9.5% to US\$24.2 billion as at 31 December 2023 from US\$22.1 billion as at 31 December 2022. Our total equity increased by 10.5% to US\$5.7 billion as at 31 December 2023 compared with US\$5.2 billion as at 31 December 2022.

Our selected financial data and changes to our consolidated statement of financial position are set out below:

	31 December 2023	31 December 2022	Change	Change
	US\$'000	US\$'000	US\$'000	%
Property, plant and equipment	20,765,160	20,628,570	136,590	0.7
Finance lease receivables	2,504,102	643,103	1,860,999	289.4
Trade receivables	117,364	163,267	(45,903)	(28.1)
Cash and short-term deposits	392,475	396,866	(4,391)	(1.1)
Derivative financial instruments	14,652	23,291	(8,639)	(37.1)
Other assets	375,858	216,278	159,580	73.8
Total assets	24,169,611	22,071,375	2,098,236	9.5
Loans and borrowings	16,510,492	15,121,665	1,388,827	9.2
Maintenance reserves	693,370	645,116	48,254	7.5
Security deposits and non-current deferred income	255,436	218,613	36,823	16.8
Derivative financial instruments	26,113	19,949	6,164	30.9
Trade and other payables	166,622	146,398	20,224	13.8
Deferred income tax liabilities	647,250	557,596	89,654	16.1
Other liabilities	121,866	159,939	(38,073)	(23.8)
Total liabilities	18,421,149	16,869,276	1,551,873	9.2
Net assets	5,748,462	5,202,099	546,363	10.5
Share capital	1,157,791	1,157,791	—	—
Retained earnings	4,582,434	4,020,130	562,304	14.0
Statutory reserves	1,178	913	265	29.0
Share-based compensation reserves	7,597	8,053	(456)	(5.7)
Hedging reserves	(538)	15,212	(15,750)	(103.5)
Total equity	5,748,462	5,202,099	546,363	10.5

MANAGEMENT DISCUSSION AND ANALYSIS

PROPERTY, PLANT AND EQUIPMENT

We had property, plant and equipment of US\$20.8 billion as at 31 December 2023, which increased by 0.7% from US\$20.6 billion as at 31 December 2022 mainly due to the net addition of four aircraft on operating leases in 2023.

Aircraft, which constituted the largest component, was US\$19.1 billion as at 31 December 2023 and 31 December 2022, representing 91.8% and 92.6% of our total property, plant and equipment as at the same dates.

FINANCE LEASE RECEIVABLES

Finance lease receivables increased to US\$2.5 billion as at 31 December 2023 from US\$643 million as at 31 December 2022 due to the addition of 41 aircraft and five engines on leases classified as finance leases in accordance with IFRS 16 (*Leases*).

TRADE RECEIVABLES

Trade receivables decreased by 28.1% to US\$117 million as at 31 December 2023 from US\$163 million as at 31 December 2022 mainly due to improvement in cash collections from lessees. As at 31 December 2023, net of an allowance of US\$6 million for expected credit losses, we had trade receivables of US\$107 million which were contractually deferred by mutual agreement, not overdue and generally interest bearing, and an amount of US\$10 million was past due but covered by collateral held.

CASH AND SHORT-TERM DEPOSITS

Our cash and short-term deposits, which were mainly denominated in US Dollar, was US\$392 million as at 31 December 2023 similar to US\$397 million as at 31 December 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

DERIVATIVE FINANCIAL INSTRUMENTS

Our assets and liabilities with respect to derivative financial instruments represent unrealised gains and losses, respectively, which were recognised in the hedging reserve in equity or profit or loss, on the cross-currency interest rate swap and interest rate swap contracts that we contracted as at 31 December 2023 and 31 December 2022, respectively. Under assets, our derivative financial instruments decreased to US\$15 million as at 31 December 2023 from US\$23 million as at 31 December 2022. Under liabilities, our derivative financial instruments increased to US\$26 million as at 31 December 2023 from US\$20 million as at 31 December 2022. The movements in derivative financial assets and liabilities were primarily due to changes in marked-to-market values of the derivative financial instruments as a result of net interest receipts under swaps, partially offset by higher USD interest rates. Accordingly, the unrealised loss in the hedging reserve was US\$0.5 million as at 31 December 2023 compared with an unrealised gain of US\$15 million as at 31 December 2022.

OTHER ASSETS

Other assets mainly comprise receivables from manufacturers and accrued receivables in respect of future receipts for revenues and other income for which services have been rendered. Other assets increased to US\$376 million as at 31 December 2023 from US\$216 million as at 31 December 2022 mainly due to an amount receivable from a manufacturer which was deferred by mutual agreement in return for a fee.

LOANS AND BORROWINGS

Our loans and borrowings increased by 9.2% to US\$16.5 billion as at 31 December 2023 from US\$15.1 billion as at 31 December 2022 mainly due to the issuance of US\$1.7 billion of notes under our Global Medium Term Note Program, utilisation of US\$1.7 billion in term loans and increase in borrowings of US\$0.5 billion from revolving credit facilities. This was partially offset by repayment and prepayment of US\$2.4 billion in term loans and medium term notes in 2023.

MAINTENANCE RESERVES

Our maintenance reserves increased to US\$693 million as at 31 December 2023 from US\$645 million as at 31 December 2022 primarily due to increased utilisation of aircraft.

DEFERRED INCOME TAX LIABILITIES

Our deferred income tax liabilities increased by 16.1% to US\$647 million as at 31 December 2023 from US\$558 million as at 31 December 2022 due to additional deferred tax provisions made on the Group's profits for 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

TOTAL EQUITY

Total equity increased by 10.5% to US\$5.7 billion as at 31 December 2023, compared with US\$5.2 billion as at 31 December 2022. The increase in total equity was mainly attributable to profit for the year partially offset by payment of dividends amounting to US\$201 million and unrealised losses recognised in hedging reserve as explained under "Derivative financial instruments".

CONTINGENT LIABILITIES

Other than guarantees for certain loans extended to our subsidiary companies and for obligations under certain lease agreements entered into by our subsidiary companies as set out in Note 38 to the financial statements for the year ended 31 December 2023, the Company had no material contingent liabilities as at 31 December 2023.

OTHER INFORMATION

LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity comprise cash generated from aircraft leasing operations, proceeds from aircraft sales and borrowings. Our business is capital intensive, requiring significant investments and borrowings in order to grow and to maintain a young aircraft fleet. The cash flows from our operations have historically provided a significant portion of the liquidity for these investments. Operating cash flow net of interest paid rose 8% to US\$1,643 million in 2023 compared with US\$1,517 million in 2022.

In 2023 we raised US\$4.1 billion of new debt including issuing US\$1.7 billion of notes under our Global Medium Term Note Program and US\$2.5 billion from new bank facilities. We utilised US\$1.7 billion under term loan facilities, including US\$225 million which was raised in the previous years. We also had US\$1.2 billion utilised under our revolving credit facilities as at 31 December 2023 compared with US\$735 million of utilisation under these facilities as at 31 December 2022. Our liquidity remains strong, with cash and short-term deposits of US\$392 million and US\$5.2 billion in undrawn committed unsecured credit facilities as at 31 December 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

INDEBTEDNESS

Our gearing as at 31 December 2023 and 31 December 2022 is set out in the table below:

	31 December 2023	31 December 2022
	US\$m	US\$m
Gross debt	16,589	15,197
Net debt	16,196	14,800
Total equity	5,748	5,202
Gross debt to equity (times)	2.9	2.9
Net debt to equity (times)	2.8	2.8

Gross debt is defined as loans and borrowings before adjustments for deferred debt issue costs, fair values, revaluations and discounts/premiums on medium term notes. Total equity refers to the equity attributable to Shareholders. Gross debt to equity is calculated by dividing gross debt by total equity.

Net debt is defined as gross debt less cash and short-term deposits.

MANAGEMENT DISCUSSION AND ANALYSIS

A description of our indebtedness is set out below:

	31 December 2023	31 December 2022
	US\$m	US\$m
Secured		
Term loans	65	140
Export credit agency supported financing	–	83
Total secured debt	65	223
Unsecured		
Term loans	5,525	4,240
Revolving credit facilities	1,240	735
Medium term notes	9,759	9,999
Total unsecured debt	16,524	14,974
Total indebtedness	16,589	15,197
Less: deferred debt issue costs, fair values, revaluations and discounts/premiums to medium term notes	(79)	(75)
Total debt	16,510	15,122

Indebtedness comprises our loans and borrowings before adjustments for deferred debt issue costs, fair values, revaluations and discounts/premiums to medium term notes.

As at 31 December 2023, one aircraft with a net book value of US\$97 million was pledged as security for a loan facility compared with 14 aircraft with an aggregate net book value of US\$688 million that were pledged as security for loan facilities as at 31 December 2022. Secured debt as at 31 December 2023 represents less than 1% of total indebtedness.

Of the total indebtedness, the amount of debt at fixed rates, including floating rate debt swapped to fixed rate liabilities, amounted to US\$11.5 billion as at 31 December 2023 compared with US\$10.2 billion as at 31 December 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 December 2023, our debt repayment profile was as follows:

DEBT REPAYMENT PROFILE

	31 December 2023
	US\$b
2024	3.1
2025	3.8
2026	2.2
2027 and beyond	7.5
Total	16.6

PLEDGE OF ASSETS

Details of pledges of assets are included in Note 13 and Note 18 to the financial statements for the year ended 31 December 2023.

CREDIT RATINGS

Our credit ratings remain unchanged, at A- from both Fitch Ratings and S&P Global Ratings.

FOREIGN CURRENCY RISK

Our transactional currency exposures mainly arise from borrowings that are denominated in currencies other than US Dollar, our functional currency.

All loans and borrowings that are denominated in Australian Dollar, Chinese Yuan, Hong Kong Dollar and Singapore Dollar are swapped into US Dollar. To eliminate foreign currency exposure that may arise, we utilise cross-currency interest rate swap contracts to hedge our Australian Dollar, Chinese Yuan, Hong Kong Dollar and Singapore Dollar denominated financial liabilities. Such contracts are entered with counterparties that are rated at least A- by S&P Global Ratings. Under these agreements, we receive foreign currency amounts sufficient to meet the obligations in foreign currency borrowings and pay US Dollar to the counterparties.

MANAGEMENT DISCUSSION AND ANALYSIS

FUTURE PLANS FOR MATERIAL INVESTMENTS

Our estimated cash outflows based on aircraft capital expenditure commitments as at 31 December 2023 are set out below:

	31 December 2023
	US\$b
2024	2.5
2025	1.0
2026	1.4
2027 and beyond	7.1
Total	12.0

The table above is based on estimated contractual capital expenditure commitments as at 31 December 2023 and includes all commitments to purchase aircraft. The capital expenditure figures for each year include anticipated escalation and are net of advance payments made before 31 December 2023.

SOURCES OF FUNDING

Our aircraft purchase commitments as at 31 December 2023 are expected to be financed through a range of funding sources, including (a) cash flow generated from our operating activities, (b) proceeds from our notes issuance from debt capital markets, (c) amounts drawn down under our various bank financing facilities, and (d) net proceeds from sales of aircraft.

We benefit from our strong investment grade corporate credit ratings of A- from both Fitch Ratings and S&P Global Ratings and from our access to diverse debt funding sources. Our primary sources of debt funding are unsecured notes and unsecured loan facilities. We have been an issuer of notes since 2000 and continue to regularly issue notes under our US\$15 billion Global Medium Term Note Program. We also enjoy access to and continued support from a large group of lenders comprising more than 50 financial institutions. As at 31 December 2023, we have US\$5.2 billion in undrawn committed unsecured credit facilities including a US\$3.5 billion facility from Bank of China which matures in December 2026.

MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES

As at 31 December 2023 and 31 December 2022, we had 198 and 192 employees, respectively, who were engaged in the operation and management of our business.

We provide certain benefits to our employees including retirement, health, life, disability and accident insurance coverage. We enter into individual employment contracts with our employees to cover matters such as wages, employee benefits, confidentiality and grounds for termination.

We set targets for our employees based on their position and role and regularly assess their performance. The results of such assessments are used in their salary reviews, bonus awards and assessment for promotions. The employee remuneration package generally comprises a basic salary and a discretionary bonus element. Employee bonuses in respect of financial years from 2022 to 2025 (inclusive) comprise two incentive plans as follows: (i) our short-term incentive plan which is cash-based, and is payable to employees when certain key performance indicator targets for each year are met, and (ii) our share-based long-term incentive plan, under which a bonus is awarded to selected employees in the form of Restricted Share Units (RSUs), fulfilled through the purchase of Shares in the secondary market by a trustee after the announcement of results for the relevant financial year in which performance occurred. Upon vesting, RSUs will generally be satisfied by the transfer of Shares from the trustee to the employee. As at 31 December 2023, the unvested long-term incentives include grants from financial years 2020 to 2022, which comprise a mix of cash-based and share-based elements. Each RSU award is amortised over the vesting period of approximately three to four years commencing from the date of grant.

None of our employees are represented by a union or collective bargaining agreement. We believe we have good employment relationships with our employees.

For the year ended 31 December 2023 and 31 December 2022, our staff costs were US\$68 million and US\$49 million respectively, representing approximately 2.8% and 2.1% of the Group's total revenues and other income for each year.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year ended 31 December 2023, there was no material acquisition or disposal of subsidiaries and affiliated companies by the Company. Please refer to Note 34 to the financial statements for details.

SIGNIFICANT INVESTMENTS

During the year ended 31 December 2023, there was no significant investment held by the Company that constituted 5% or more of our total assets.

DIRECTORS, OFFICERS AND SENIOR MANAGEMENT

DIRECTORS (AS AT 19 APRIL 2024)

Mdm. ZHANG Xiaolu

Vice Chairman, Non-executive Director and a member of the Strategy and Budget Committee, aged 56.

Mdm. Zhang joined the Company as Deputy Managing Director, an Executive Director and Vice Chairman in January 2020 and left her executive role as Deputy Managing Director to take up a new position with BOC in April 2024. Previously, Mdm. Zhang had worked at BOC since July 1990 in various positions, including serving as Deputy CEO and COO at Bank of China (Suisse) S.A., as an Executive Director and Special Advisor of Bank Julius Baer & Co. Ltd. in Zurich and as Deputy General Manager of BOC Luxembourg Branch and Bank of China (Luxembourg) S.A. Mdm. Zhang graduated with a Bachelor's degree in International Leasing and Foreign Trade Accounting from Beijing Union University in 1990, a Bachelor's degree in English Language from Beijing Foreign Studies University in 2006 and a Master's degree in Business Administration from Southwestern University of Finance and Economics in 2000.

Mr. Steven Matthew TOWNEND

Chief Executive Officer, Managing Director, Executive Director and a member of the Strategy and Budget Committee, aged 54.

Mr. Townend was appointed as a Director and Chief Executive Officer and Managing Director on 1 January 2024. Mr. Townend joined the Company in January 2001 and was appointed as Chief Commercial Officer in July 2004. He was appointed to the additional role of Deputy Managing Director in 2006. Mr. Townend assumed the role of Chief Financial Officer in October 2020. Mr. Townend has 33 years of banking and leasing experience. He graduated from Loughborough University in the United Kingdom with a Bachelor of Science (Honours) degree in Banking and Finance.

DIRECTORS, OFFICERS AND SENIOR MANAGEMENT

Mdm. CHEN Jing

Non-executive Director, a member of the Audit Committee and the Risk Committee, aged 48. Mdm. Chen was appointed as a Non-executive Director in April 2022.

Mdm. Chen joined BOC in April 2000 and is currently the Deputy General Manager of the Credit Management Department. Prior to her current role, she served as Deputy General Manager of BOC Jinan Branch from August 2012 to August 2015. Mdm. Chen graduated from Dongbei University of Finance and Economics in China with a Bachelor's degree in Finance in 1997 and a Master's degree in Finance in 2000.

Mr. JIN Hongju

Non-executive Director, Chairman of the Strategy and Budget Committee and a member of the Audit Committee, aged 46. Mr. Jin was appointed as a Non-executive Director in November 2023.

Mr. Jin joined BOC in July 2000 and is currently Executive Manager of the Equity Investment and Subsidiary Management Department of BOC (since February 2019). Mr. Jin is also a Director of Zhong Yi Shan Yuan (Beijing) Technology Co., Ltd. and Bank of China Group Investment Fund Management (Beijing) Co., Ltd. From August 2012 to February 2019, Mr. Jin served successively as Deputy General Manager of BOC Jinan Branch, General Manager of the Investment Banking and Asset Management Department of BOC Shandong Branch and Executive Manager of BOC Board Secretariat Department. He graduated from Renmin University of China in July 2000 with a Bachelor's degree in International Accounting, and then graduated from China Europe International Business School in China in September 2010 with a Master's degree in Business Administration.

Mdm. LI Ke

Non-executive Director, a member of the Nomination Committee and the Remuneration Committee, aged 47. Mdm. Li was appointed as a Non-Executive Director in November 2023.

Mdm. Li joined BOC in July 1998 and is currently the Deputy General Manager of the Human Resources Department of BOC (since September 2023). Mdm. Li is also a Director of Bank of China (Australia) Limited, Bank of China Group Investment Fund Management (Beijing) Co., Ltd. and BOC Financial Technology Company Limited. From January 2021 to September 2023, Mdm. Li served successively as the Executive Internal Control and Compliance Manager and the Deputy General Manager of the Internal Control and Legal Compliance Department of BOC. Mdm. Li graduated from Peking University in July 1998 with a Bachelor of Laws degree, and received her Master of Laws degree from Peking University in July 2007.

DIRECTORS, OFFICERS AND SENIOR MANAGEMENT

Mdm. LIU Yunfei

Non-executive Director, a member of the Risk Committee and the Strategy and Budget Committee, aged 55. Mdm. Liu was appointed as a Non-executive Director in April 2024.

Mdm. Liu joined BOC in July 1991 and is currently the Deputy General Manager, Compliance Officer and Risk Officer of the Global Transaction Banking Department of BOC (since June 2020). Mdm. Liu is also a director of Bank of China Mexico. From January 2006 to June 2020, Mdm. Liu served successively as Assistant Operations Director and Operations Director of the International Settlement Department, Operations Director of the Corporate Finance Unit (International Settlement), Deputy General Manager of the Trade Finance Department, and Deputy General Manager of the Global Transaction Banking Department of BOC. Mdm. Liu graduated from Fudan University in July 1991 with a Bachelor of Economics degree, and received her Master of Laws degree from University of Warwick, UK in September 2004.

Mr. Robert James MARTIN

Non-executive Director and a member of the Strategy and Budget Committee, aged 59. Mr. Martin was appointed as an Executive Director in July 1998 and re-designated as a Non-executive Director on 1 January 2024.

Mr. Martin was Managing Director and Chief Executive Officer, and Executive Director of the Company for 25 years until his retirement on 31 December 2023. He joined the Company in 1998 and has more than 35 years of experience in the aircraft and leasing business, having previously worked at Bank of America, The Long-Term Credit Bank of Japan and HSBC Investment Bank (Asia) Ltd. Mr. Martin is currently a director of the International Society of Transport Aircraft Trading (ISTAT). Mr. Martin graduated from Cambridge University in the United Kingdom with a Master of Arts degree in Economics.

Mr. DAI Deming

Independent Non-executive Director, Chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee, aged 61. Mr. Dai was appointed as an Independent Non-executive Director in May 2016.

Mr. Dai has been serving as a Professor at the Accounting Department of the School of Business of Renmin University of China since July 1996. He is also an Independent Non-executive Director of Power Construction Corporation of China, Ltd. which is listed on the Shanghai Stock Exchange, Poly Developments and Holdings Group Co., Ltd. which is listed on the Shanghai Stock Exchange, China Great Wall Securities Co., Ltd. which is listed on the Shenzhen Stock Exchange and China Reinsurance (Group) Corporation which is listed on the Stock Exchange.

DIRECTORS, OFFICERS AND SENIOR MANAGEMENT

Mr. Dai was an Independent Non-executive Director of CRRC Corporation Limited and Chairman of its audit and risk management committee from August 2008 to June 2014. Mr. Dai was also an Independent Director of Shanxi Taigang Stainless Steel Co., Ltd. from May 2011 to October 2016, Beijing Xinwei Technology Group Co., Ltd. from September 2014 to August 2016, Beijing Capital Development Co. Ltd. from September 2015 to May 2018, Haier Smart Home Co., Ltd. from June 2015 to June 2021, China Zheshang Bank Co., Ltd. from February 2015 to February 2022, and CSC Financial Co. Ltd. from August 2016 to September 2022. Mr. Dai also served as the Dean of the Accounting Department of the School of Business of Renmin University of China from October 2001 to September 2010 and an Associate Professor of the Accounting Department from July 1993 to June 1996.

Mr. Dai graduated from Hunan College of Finance & Economics in the PRC with a Bachelor's degree in Economics with a major in Industrial Financial Accounting in July 1983, graduated with an Accounting major in July 1986 and obtained a Master's degree in Economics in October 1986 from Zhongnan University of Finance & Economics in the PRC, and obtained a Doctorate degree in Economics with a major in Accounting at Renmin University of China in June 1991.

Mr. FU Shula

Independent Non-executive Director, Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee, aged 68. Mr. Fu was appointed as an Independent Director in February 2011 and was redesignated as an Independent Non-Executive Director in March 2016.

From 1984 to 2015, Mr. Fu held various senior positions in Aviation Industry Corporation of China (AVIC), including President of China National Aero-Technology Import & Export Corporation, President of AVIC International Holding Corporation, Deputy Chief Economist of AVIC, Chairman of the Board of AVIC International Holding Corporation, Chairman of the Board of AVIC Aero-Engine Holding Corporation and Chairman of the Board of AVIC Economy & Technology Research Institute. Mr. Fu was an Independent Non-executive Director of Besunyen Holdings Company Limited from April 2019 to October 2023. Mr. Fu graduated with a Master's degree in Aero Engine Design from Northwestern Polytechnical University in the PRC in July 1984.

DIRECTORS, OFFICERS AND SENIOR MANAGEMENT

Mr. Antony Nigel TYLER

Independent Non-executive Director, Chairman of the Risk Committee, a member of the Audit Committee and the Strategy and Budget Committee, aged 68. Mr. Tyler was appointed as an Independent Non-executive Director in May 2016.

Mr. Tyler was the Director General and Chief Executive Officer of the International Air Transport Association (IATA) from 1 July 2011 to September 2016. Prior to joining IATA, Mr. Tyler was an Executive Director of Cathay Pacific Airways Limited from December 1996 to March 2011 and the Chief Executive from July 2007 to March 2011. He was a Non-executive Director of Hong Kong Aircraft Engineering Company Limited from December 1996 to September 2008 and an Executive Director of Swire Pacific Limited from January 2008 to March 2011. Mr. Tyler was also a member of the Board of Governors of IATA and served as its Chairman from June 2009 to June 2010. Mr. Tyler is currently an Independent Non-executive Director of Bombardier Inc. which is listed on the Toronto Stock Exchange, Trans Maldivian Airways (Pvt) Ltd. and Qantas Airways Limited which is listed on the Australian Securities Exchange. Mr. Tyler graduated with a degree in Jurisprudence from Oxford University in the United Kingdom in July 1977.

Dr. YEUNG Yin Bernard

Independent Non-executive Director, a member of the Nomination Committee and the Strategy and Budget Committee, aged 70. Dr. Yeung was appointed as an Independent Non-executive Director in December 2016.

Dr. Yeung is the President Emeritus (Inaugural) of the Asian Bureau of Finance and Economic Research, an emeritus professor at the National University of Singapore (NUS) Business School, and the Yangtze River scholar and visiting chair professor of the Southern University of Science and Technology in Shenzhen, China.

Dr. Yeung was the President of the Asian Bureau of Finance and Economic Research (2013 to 2023). He was also the Stephen Riady Distinguished Professor in Finance and Strategic Management at NUS Business School (June 2008 – June 2023). He was the Dean of NUS Business School from June 2008 to June 2019. Before joining NUS, he was the Abraham Krasnoff Professor in Global Business, Economics, and Management at New York University (NYU) Stern School of Business and the Director of the NYU China House. He taught at the University of Michigan from 1988 to 1999 and at the University of Alberta from 1983 to 1988.

Dr. Yeung has published widely cited work in top-tier academic journals covering Finance, Economics, Strategy, and International Business topics. He has more than 30,400 citations. He was awarded the Public Administration Silver Medal (2018) in Singapore, the Irwin Outstanding Educator Award (2013) from the Academy of Management, and is an elected Fellow of the Academy of International Business.

DIRECTORS, OFFICERS AND SENIOR MANAGEMENT

Dr. Yeung was a member of the Economic Strategies Committee in Singapore (2009), a member of the Social Science Research Council (SSRC) in Singapore (2016–2018), and a member of the Financial Research Council of the Monetary Authority of Singapore (2010–2013).

Dr. Yeung sits on the Advisory Committee of the Institute of Economics, Academia Sinica. Dr. Yeung also served on the Advisory Board of Healthway Medical Corporation Ltd (2018–2022).

Dr. Yeung received his Bachelor of Arts in Economics and Mathematics from the University of Western Ontario in 1979 and his MBA and Ph.D. degrees from the Graduate School of Business at the University of Chicago in 1981 and 1984 respectively.

SENIOR MANAGEMENT

Mr. Steven Matthew TOWNEND

Please refer to his biography on page 33.

Mr. WU Jianguang

Chief Financial Officer, aged 59. Mr. Wu Jianguang joined the Company in November 2022 and was appointed as Chief Financial Officer in January 2024. He currently oversees the Financial Planning and Analysis, Financial Control, Accounting and Reporting, Tax, Treasury and Settlement departments. Mr. Wu has 32 years of banking experience. Prior to joining the Company, Mr. Wu was the General Manager of the Financial Management Department at BOC Head Office. He graduated from the Graduate School of Chinese Academy of Social Sciences with a Master's degree in Economics.

Mr. Thomas CHANDLER

Chief Operating Officer, aged 49. Mr. Chandler joined the Company in January 2023 and was appointed Chief Operating Officer in July 2023. He currently oversees the Legal and Transaction Management, Compliance and Insurance, Technical, Procurement and Information Technology departments. Mr. Chandler has more than 25 years of experience in aircraft leasing, financing and procurement and has worked in the legal, banking and aviation sectors. Prior to joining the Company, he was Managing Director Fleet & Asset Management of TUI Group. Mr. Chandler graduated from Swansea University in the United Kingdom with a Bachelor of Art (Honours) degree in History. He also received Post Graduate Diplomas in Law and in Legal Practice from the University of the West of England in the United Kingdom.

DIRECTORS, OFFICERS AND SENIOR MANAGEMENT

Mr. DENG Lei

Chief Commercial Officer (Asia-Pacific and the Middle East), aged 47. Mr. Deng joined the Company in November 2019. He is responsible for overseeing all revenue activities within the Asia-Pacific and the Middle East. He joined BOC in July 1998 and held various positions, including serving as the General Manager of the Global Markets Department at the Shanghai Branch and as a Director in the Investment Banking and Asset Management Department at the Head Office. Prior to joining the Company, Mr. Deng was the Assistant General Manager of BOC, Singapore Branch. Mr. Deng graduated with a Bachelor's degree in International Finance from Shanghai University in 1998 and a Master's degree in Business Administration from The University of Hong Kong in 2005.

Mr. Paul KENT

Chief Commercial Officer (Europe, Americas and Africa), aged 49. Mr. Kent joined the Company in June 2020. He is based in London and responsible for overseeing all revenue activities in Europe, Americas and Africa. Mr. Kent has more than 25 years of finance and leasing experience, having started his career with nine years at Citibank, before becoming one of the leadership team that launched Doric as a new asset management platform in the aviation industry. He subsequently co-led the set-up of Amedeo where, as a principal shareholder, he managed all commercial activities of the company including aircraft leasing and sales, capital raising and investments, OEM relationships and the company's principal aircraft order positions. Mr. Kent graduated from Cambridge University in the United Kingdom with a Master of Arts (Honours) degree in Management Studies.

COMPANY SECRETARY

Mr. LIM Zi Yuan

Company Secretary, aged 41. Mr. Lim joined the Company in November 2014 and was appointed as the Company Secretary and an authorised representative of the Company on 28 April 2023. Mr. Lim is an Advocate and Solicitor of the Supreme Court of Singapore, admitted since July 2011. From July 2019 to April 2023, he served in the Company's revenue teams. Mr. Lim graduated from the National University of Singapore with a Bachelor of Laws degree in 2006.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE POLICY

The Company is committed to enhancing shareholder value by achieving high standards of corporate ethics, conduct, transparency and accountability, and its corporate governance policy is intended to provide guidance for the Company's directors, officers and employees to ensure proper governance, appropriate internal controls and avoidance of conflicts of interests. The Company abides strictly by the relevant laws and regulations in Hong Kong and in Singapore, and observes the Constitution, and the rules and guidelines issued by regulatory authorities including the SFC and the Stock Exchange. The Company from time to time reviews its corporate governance practices against these laws, regulations, rules and guidelines.

The Company has applied the principles and complied with all applicable code provisions as set out in the Corporate Governance Code during the year ended 31 December 2023. The Company will continue to maintain sound corporate governance standards and procedures to ensure the completeness, transparency and quality of the Company's information disclosure. This report sets out a detailed discussion of the corporate governance practices adopted and observed by the Company during the year ended 31 December 2023.

CORPORATE GOVERNANCE PRACTICE

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in provision A.2.1 of the Corporate Governance Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and Senior Management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Dealing Policy by the Directors and the employees of the Company, and the Company's compliance with Appendix C1 of the Listing Rules and disclosure in this Corporate Governance Report.

CONSTITUTIONAL DOCUMENTS

The Constitution is a document containing important corporate governance related information relating to, among other things, the rights and responsibilities of the Shareholders, the Board, the Board Committees, and the Chief Executive Officer. The Constitution also regulates the process of general meetings and meetings of the Board. Since the adoption of the Constitution of the Company on 12 May 2016 which became effective on the Listing Date, no changes were made to the Constitution. An up-to-date version of the Constitution is also available on the Company's website and the Stock Exchange's website.

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS RIGHTS

Shareholder(s) representing not less than 10% of the total voting rights of all Shareholders may request the Board to convene a Shareholders meeting. The objects of the meeting must be stated in the related requisition deposited at the Company's registered office. Detailed requirements and procedures are set out in the Corporate Governance section of the Company's website.

Shareholders who would like to make enquiries to the Board or put forward proposals at a general meeting are requested to follow the requirements and procedures set out in the Corporate Governance section of the Company's website.

If a Shareholder wishes to propose a person other than a retiring Director for election as Director at a general meeting, he or she should deliver written notice of nomination to the Company's registered office within the seven-day period commencing on and including the day after dispatch of notice of the meeting. The procedures for nominating candidates to stand for election as Directors are set out in the Corporate Governance section of the Company's website.

SHAREHOLDERS MEETINGS

The Company is required to seek Shareholders' approval according to the requirements under the Listing Rules, the Singapore Companies Act 1967, the Constitution and other relevant and applicable rules and regulations.

The Company is required to hold its annual general meeting every year to transact certain routine business being (a) declaring a dividend, (b) receiving and adopting the financial statements, the Directors' statement, the Auditor's report and other documents required to be attached to the financial statements, (c) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement by rotation or otherwise, (d) appointing or re-appointing the Auditor, (e) fixing the remuneration of the Auditor or determining the manner in which such remuneration is to be fixed, (f) fixing the remuneration of the Directors proposed to be paid in respect of their office as such under Article 81 and/or Article 82 of the Constitution, (g) granting of any mandate or authority to the Directors to allot and issue Shares or grant options over or issue warrants convertible into or otherwise dispose of Shares representing not more than 20% (or such percentage as may from time to time be specified in the rules and regulations of the Designated Stock Exchange) of the total number of the then existing number of issued Shares and the number of any Shares repurchased pursuant to Article 54(h) of the Constitution, and (h) granting of any mandate or authority to the Directors to repurchase Shares. At its annual general meeting, the Company may transact business other than routine business.

The Company held its 2023 annual general meeting on 30 May 2023.

CORPORATE GOVERNANCE REPORT

ROLES OF THE BOARD AND MANAGEMENT

The Company is governed by the Board, which is responsible for strategic leadership and control of the Company. There is a clear division of responsibilities between the Board and management. The Board is responsible for providing high-level guidance and effective oversight of management, and for, among other things:

- formulating the Company's long-term strategy and monitoring its implementation
- reviewing and approving the Company's business plan and annual budgets
- reviewing operational and financial performance
- reviewing and approving interim and annual results and results announcements
- setting dividend policy
- reviewing and monitoring the Company's risk management and internal controls
- approving appointments to the Board
- approving remuneration and benefit programmes
- oversight of the Company's ESG strategy and reporting
- ensuring good corporate governance and effective compliance

The Board authorises management to implement the strategies as approved by the Board, and management is responsible for achieving the Company's objectives. Management is responsible for the day-to-day operations of the Company and reports to the Board. The Board has formulated clear written guidelines which stipulate the circumstances in which management reports to and obtains prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. The Board conducts an annual review of the authorisation and guidelines.

CORPORATE GOVERNANCE REPORT

THE CHAIRMAN AND THE CHIEF EXECUTIVE

The Company's policy is that the positions of the Chairman and the Chief Executive Officer of the Company are held by two different individuals and their roles are distinct and clearly established. As the position of Chairman is currently vacant, the Vice Chairman will perform the duties and functions of the Chairman until a permanent new Chairman is appointed.

The Chairman is responsible for leadership of the Board and for ensuring that the Board functions effectively and performs its responsibilities and acts in the best interests of the Company. In particular, the Chairman:

- sets the Board's agenda taking into account any proposal by other Directors to include items in the Board's agenda
- ensures that all Directors are properly briefed on issues arising at Board meetings
- ensures that all Directors receive, in a timely manner, adequate information which is accurate, clear, complete and reliable
- ensures that all key and appropriate issues are discussed by the Board in a timely manner
- leads the Board in establishing good corporate governance practices and procedures for the Company
- encourages efficient and constructive deliberation of issues within the Board
- promotes a culture of openness and debate by facilitating the effective contribution of non-executive Directors to the Company's matters and ensures constructive relations between executive and non-executive directors

The Chief Executive Officer and Managing Director of the Company is responsible for implementing the strategies set by the Board and for leading the successful day-to-day operation of the Company and the achievement of its financial and operational objectives.

BOARD COMPOSITION

As at 19 April 2024, the Board comprises six Non-executive Directors, four Independent Non-executive Directors and one Executive Director. Their biographical details are set out on pages 33 to 38 of this annual report. A list of Directors is set out on page 55 of this annual report.

The Directors do not have financial, business, family or other material/relevant relationships with one another.

CORPORATE GOVERNANCE REPORT

BOARD DIVERSITY POLICY

The Company has adopted a Board diversity policy, which was reviewed by the Nomination Committee and the Board in December 2022 and further reviewed by the Nomination Committee in December 2023.

The Company endorses the principle that its Board should have a balance of skills, experience and diversity of perspectives appropriate to the Company's business.

In order to achieve a diversity of perspectives among members of the Board, it is the policy of the Company to consider a number of factors when deciding on appointments to the Board and the continuation of those appointments. Such factors include gender, age, cultural and educational background, ethnicity, geographical locations, professional experience, skills, knowledge, length of service, regulatory requirements and the legitimate interests of the Company's principal Shareholders. Having said that, all Board appointments are made on the merit of the candidates, in the context of the skills and experience the Board as a whole requires and taking into account the diversity factors described above.

The Company is committed to achieving gender diversity on the Board and in its workforce. The Company targets to maintain at least two female Directors on the Board, and at least 45% women in its workforce.

The Nomination Committee reviews the following matters to ensure that full consideration is given to succession planning for the Board and management in view of the Company's policies and targets:

- Leadership review and succession planning for the Board of Directors and Senior Management
- Review of the Board and Board Committees' evaluation reports
- Review of the Board Diversity Policy and Board Nomination Policy, including the implementation and effectiveness of the Board Diversity Policy
- Directors' rotation and re-election at the next AGM

Such regular review ensures that our policies and procedures complement the Company's corporate strategy and business needs, and reflects current regulatory requirements and good corporate governance practice.

For the year ended 31 December 2023, we are proud to have exceeded the target in respect of gender diversity on the Board with three female directors. We also maintained a diverse workforce with an equal balance of male and female employees that has remained relatively consistent in 2023. Females accounted for 26% of the management team, including senior management and heads of department, and 50% of the total workforce at 31 December 2023. This brings us ahead of our targets, and we will continue to focus on diversity in the workforce in the coming year. More information is presented in the Company's Environmental, Social and Governance Report.

CORPORATE GOVERNANCE REPORT

BOARD NOMINATION POLICY

The Company has adopted a Board nomination policy, which was reviewed by the Nomination Committee and the Board in December 2022 and further reviewed by the Nomination Committee in December 2023.

The Board nomination policy sets out the criteria and process in the nomination and appointment of Directors, so as to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company's business, and that all appointments are fair, considered and transparent, that there is a formal procedure for appointments and that succession to the Board is orderly.

The entire Board is ultimately responsible for the selection and appointment of Directors. When deciding on appointments to the Board and the continuation of those appointments, the Nomination Committee and the Board should consider all relevant factors, including but not limited to the following:

- Expertise and skills: The candidate should possess international business experience, with proven achievement and experience in his or her area of expertise, ideally in aviation or finance, or other fields relevant to the Company's business.
- Attributes complementary to the Board: The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the Board and the needs of the Board.
- Time commitment: The candidate should be able to devote sufficient time and attention to discharge the duties of a Director effectively, including devoting adequate time for the preparation and participation in meetings at the meeting location, training and other Board activities.
- Personal attributes: The candidate should be a person of integrity, good repute and high professional standing.
- Independence: The Board should ensure that independent views and input are available to the Board, and that there is a strong element of independence in the Board.
- Diversity: The Board should consider factors listed in the Company's Board Diversity Policy.

CORPORATE GOVERNANCE REPORT

The Nomination Committee should review at least annually (a) the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, (b) the time and contribution required from Directors and (c) whether independent views and input are available to the Board, and that there is a strong element of independence in the Board. In doing so, the Nomination Committee has reviewed the conclusions of the annual Board evaluation, which collects feedback from all Directors on the Board and each Board Committee on areas such as Board composition, independence, process and accountability, and consider further action as necessary. The Nomination Committee should also conduct an assessment of the independence of each Independent Non-executive Director annually and obtain written confirmation of independence from each Independent Non- executive Director.

The Nomination Committee shall review the Board nomination policy at least annually to ensure it complements the Company's corporate strategy and business needs, and reflects current regulatory requirements and good corporate governance practice. The next review of the Board nomination policy will be conducted by the Nomination Committee at its next meeting in 2024.

After annual assessment by the Nomination Committee before the date of this annual report and before the resignation of former Chairman Liu Jin on 27 March 2024, the Board considers the current structure, size and composition of the Board to be appropriate in enabling it to perform a balanced and independent monitoring function on management practices to complement the Company's corporate strategy.

INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year ended 31 December 2023, the Board at all times met the requirements of Rule 3.10 of the Listing Rules.

Each of the Independent Non-executive Directors has made an annual confirmation of independence. The Company considers that each Independent Non-executive Director fulfils the independence guidelines set out in Rule 3.13 of the Listing Rules and continues to be independent.

CORPORATE GOVERNANCE REPORT

CHANGES IN COMPOSITION OF THE BOARD AND BOARD COMMITTEES

From 1 January 2023 to 19 April 2024 (being the approval date of this annual report), the changes in composition of the Board and Board Committees are listed below:

Effective date	Director	Change
3 February 2023	Chen Huaiyu	Resigned as a Non-executive Director, Chairman of the Board and Chairman of the Nomination Committee
24 April 2023	Liu Jin	Appointed as a Non-executive Director, Chairman of the Board and Chairman of the Nomination Committee
16 November 2023	Dong Zonglin	Resigned as a Non-executive Director, Chairman of the Strategy and Budget Committee and a member of the Audit Committee
16 November 2023	Wei Hanguang	Resigned as a Non-executive Director, a member of the Nomination Committee and a member of the Remuneration Committee
16 November 2023	Jin Hongju	Appointed as a Non-executive Director, Chairman of the Strategy and Budget Committee and a member of the Audit Committee
16 November 2023	Li Ke	Appointed as a Non-executive Director, a member of the Nomination Committee and a member of the Remuneration Committee
1 January 2024	Robert Martin	Re-designated from an Executive Director to a Non-executive Director
1 January 2024	Steven Townend	Appointed as an Executive Director and a member of the Strategy and Budget Committee
27 March 2024	Liu Jin	Resigned as a Non-executive Director, Chairman of the Board and Chairman of the Nomination Committee
15 April 2024	Wang Xiao	Resigned as a Non-executive Director, and a member of the Risk Committee and the Strategy and Budget Committee
16 April 2024	Zhang Xiaolu	Re-designated from an Executive Director to a Non-executive Director
16 April 2024	Liu Yunfei	Appointed as a Non-executive Director, and a member of the Risk Committee and the Strategy and Budget Committee

Save as disclosed above, there were no other changes to the composition of the Board and Board Committees from 1 January 2023 to 19 April 2024 (being the approval date of this annual report).

CORPORATE GOVERNANCE REPORT

In accordance with Rule 3.09D of the Listing Rules, Steven Townend, who was appointed as an Executive Director on 1 January 2024 and Liu Yunfei, who was appointed as a Non-executive Director on 16 April 2024 have obtained legal advice from the Company's external legal advisor on 24 November 2023 and 8 April 2024 respectively with regards to the requirements under the Listing Rules that are applicable to them as directors of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange and have confirmed they understood their obligations as directors of a listed issuer.

CHANGE OF INFORMATION IN RESPECT OF DIRECTORS

In accordance with Rule 13.51B(1) of the Listing Rules, the changes in information required to be disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules after the publication of the Company's 2023 interim report dated 26 September 2023 up to 19 April 2024 (being the approval date of this annual report) are set out below:

Mr. JIN Hongju, a Non-executive Director of the Company, ceased to be a director of BOC Fullerton Community Bank Co., Ltd. with effect from 24 January 2024.

Mdm. LI Ke, a Non-executive Director of the Company, was appointed as a director of BOC Financial Technology Company Limited with effect from 10 November 2023.

Mr. DAI Deming, an Independent Non-executive Director of the Company, was appointed as an Independent Non-executive Director of China Reinsurance (Group) Corporation with effect from 29 August 2023, as notified to the Company in October 2023.

Mr. FU Shula, an Independent Non-executive Director of the Company, ceased to be an Independent Non-executive Director of Besunyen Holdings Company Limited with effect from 31 October 2023.

Dr. YEUNG Yin Bernard, an Independent Non-executive Director of the Company, became the Yangtze River scholar and visiting chair professor of the Southern University of Science and Technology in Shenzhen, China with effect from 8 August 2023, as notified to the Company in January 2024.

Mr. Robert MARTIN, a Non-executive Director of the Company, was appointed as a director of the International Society of Transport Aircraft Trading (ISTAT) with effect from 6 March 2024.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

All the existing Non-executive Directors and Independent Non-executive Directors of the Company have been appointed for fixed terms of approximately two to three years, with formal letters of appointment setting out the key terms and conditions of their appointment. In accordance with Article 97 of the Constitution, any Director appointed by the Board during the year shall hold office only until the next annual general meeting of the Company, and shall then be eligible for re-election at such meeting. Accordingly, the terms of office of Mr. Steven Townend, Mr. Jin Hongju, Mdm. Li Ke and Mdm. Liu Yunfei will expire at the forthcoming AGM. Mr. Steven Townend, Mr. Jin Hongju, Mdm. Li Ke and Mdm. Liu Yunfei, being eligible, offer themselves for re-election.

CORPORATE GOVERNANCE REPORT

Further, pursuant to Article 90 of the Constitution and code provision B.2.2 of the Corporate Governance Code, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Accordingly, each of Mdm. Chen Jing, Mr. Robert Martin, Mr. Dai Deming and Mr. Antony Tyler shall retire by rotation at the forthcoming AGM. Each of Mdm. Chen Jing, Mr. Robert Martin, Mr. Dai Deming and Mr. Antony Tyler, being eligible, will offer herself or himself for re-election.

BOARD MEETING PROCESS AND ATTENDANCE

Four Board meetings were held during the year ended 31 December 2023 in accordance with the Corporate Governance Code. In general, a regular meeting schedule for the year is prepared and approved by the Board, and ad hoc Board meetings are convened as appropriate. Formal notice of regular Board meetings is required to be sent to all Directors at least 14 days before the date of scheduled meetings and a Board agenda and meeting materials are sent to all Board members for review at least three days prior to the scheduled meetings.

The Board agenda for each meeting is approved by the Chairman and the Chief Executive Officer following consultation with other Board members and Senior Management. In addition, in order to facilitate open discussion, the Chairman will meet with the Independent Non-executive Directors, in the absence of other Directors and Senior Management, at least once annually.

Board meetings are structured so as to encourage open discussion, frank debate and active participation by Directors in meetings. Board decisions are made by vote at Board meetings and supplemented by the circulation of written resolutions between Board meetings.

A typical Board meeting would consist of:

- the presentation of papers to support decisions requiring Board approval
- the presentation of discussion papers and information papers
- a report by the chairman of each Board Committee on matters arising since the last Board meeting
- a management report by the Chief Executive Officer providing an update on the Company's results since the last Board meeting and an explanation of changes in the business environment and their impact on budgets and the longer-term plan
- the raising of new initiatives and ideas
- any declarations of interest

CORPORATE GOVERNANCE REPORT

TRAINING AND PROFESSIONAL DEVELOPMENT

Each Director received continuous professional development training during the year ended 31 December 2023, including from the Company's external legal advisor. Such training covered topics relevant to their duties as directors including corporate governance, regulatory updates and anti-corruption. They also kept abreast of matters relevant to their role as Directors by such means as attendance at seminars and conferences and/or reading materials about financial, commercial, economic, legal, regulatory and business affairs. The Company makes available continuous professional development for all Directors at the expense of the Company so as to develop and refresh their knowledge and skills. Each Director has provided to the Company a record of the training they received.

The following table provides relevant details concerning attendance at Board and Board Committee meetings and participation in continuous professional development training for the year ended 31 December 2023, and other matters:

CORPORATE GOVERNANCE REPORT

	Board	Audit Committee	Remuneration Committee	Nomination Committee	Risk Committee	Strategy & Budget Committee	2023 Annual General Meeting	Continuous Professional Development
Meetings held	4	4	1	1	4	3	1	
Meetings attended ^(Note 10)								
Non-executive Directors								
Liu Jin ^(Note 1)	3/3			1			1	A, B
Chen Jing	4	3			3		1	A, B
Dong Zonglin ^(Note 2)	3/3	2/3				1/2	1	A, B
Jin Hongju ^(Note 3)	1/1	0/1				1/1	N/A	A, B
Wei Hanguang ^(Note 4)	3/3		1	N/A			1	A, B
Li Ke ^(Note 5)	1/1		N/A	1			N/A	A, B
Wang Xiao ^(Note 6)	2				3	2	1	A, B
Chen Huaiyu ^(Note 7)	N/A			N/A			N/A	N/A
Executive Directors								
Robert James Martin ^(Note 8)	4					2	1	A, B
Zhang Xiaolu ^(Note 9)	4					3	1	A, B
Independent Non-executive Directors								
Dai Deming	4	4	1	1			1	A, B
Fu Shula	4	4	1	1			1	A, B
Antony Nigel Tyler	4	4			4	3	1	A, B
Yeung Yin Bernard	4			1		1	1	A, B
Average Attendance	95%	85%	100%	100%	83%	72%		

Notes:

- Mr. Liu Jin was appointed as a Non-executive Director, Chairman of the Board and Chairman of the Nomination Committee on 24 April 2023. Mr. Liu resigned from these positions on 27 March 2024.
 - Mr. Dong Zonglin resigned as a Non-executive Director, Chairman of the Strategy and Budget Committee and a member of the Audit Committee on 16 November 2023.
 - Mr. Jin Hongju was appointed as a Non-executive Director, Chairman of the Strategy and Budget Committee and a member of the Audit Committee on 16 November 2023.
 - Mdm. Wei Hanguang resigned as a Non-executive Director, a member of the Nomination Committee and a member of the Remuneration Committee on 16 November 2023.
 - Mdm. Li Ke was appointed as a Non-executive Director, a member of the Nomination Committee and a member of the Remuneration Committee on 16 November 2023.
 - Mr. Wang Xiao resigned as a Non-executive Director, and a member of the Risk Committee and the Strategy and Budget Committee on 15 April 2024. Mdm. Liu Yunfei was appointed on 16 April 2024, and therefore she is not reflected in this table.
 - Mr. Chen Huaiyu resigned as a Non-executive Director, Chairman of the Board and Chairman of the Nomination Committee on 3 February 2023.
 - Mr. Robert James Martin retired from his executive role as Managing Director and Chief Executive Officer on 31 December 2023 and was re-designated as a Non-executive Director on 1 January 2024. Mr. Steven Matthew Townend was appointed on 1 January 2024, and therefore he is not reflected in this table.
 - Mdm. Zhang Xiaolu was re-designated as a Non-executive Director on 16 April 2024.
 - Certain Directors did not attend certain Board or Board Committee meetings due to other business commitments.
- A: Attending briefing(s) and/or training session(s).
B: Reading articles, journals, newspapers and/or other materials.

CORPORATE GOVERNANCE REPORT

BOARD'S OVERSIGHT OVER RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for establishing, maintaining and reviewing the effectiveness of its risk management and internal controls systems. The Audit Committee oversees the establishment and maintenance of, and reviews the effectiveness of risk management and internal control systems on behalf of the Board.

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against misstatement or loss.

Good governance begins with the culture of a company, and culture is more important than any process, policy or procedure. The Company strives to always act ethically and with integrity, and this culture begins with the Board and Senior Management and is consistently communicated to all employees, customers, suppliers and partners. The Company has a Code of Conduct that is provided to all new employees, and all employees are required to review the Code of Conduct, and affirm their compliance with it at least annually. Regular training in compliance and ethical standards is provided to all employees.

The Company is also committed to developing and maintaining high professional standards. Opportunities for career development and training are provided to employees. Each department has developed, and regularly updates, policies and procedures to ensure that control systems are in place and are regularly reviewed for effectiveness. Self-reporting of any control deficiencies is encouraged, and departmental leaders provide monthly reports of any control issues to the Company's Internal Control Committee (**ICC**) for discussion and action.

The Board and management each has responsibility to identify and analyse the risk underlying the achievement of business objectives and to determine how such risks should be monitored, evaluated, managed and mitigated. Risk management and internal controls are the day-to-day responsibility of every employee. However, clear organisational structures have been established for risk management and internal control. At the Board level, the Audit Committee and Risk Committee have delegated authority from the Board and these Board Committees report regularly to the Board and make recommendations on Board action. At management level, the Risk Management Committee and ICC have primary oversight of these matters in the day-to-day management of the Company.

The Company's day-to-day control environment is managed primarily by adherence to its policies and procedures. Each department's policies and procedures contain a detailed description of the key processes for which that department is responsible, and these processes may include clear approval procedures, verifications and review and segregation of duties. The Internal Audit Department undertakes audits for compliance with these policies. The Company has in place effective processes and procedures for the identification, documentation, verification and reporting of operational, financial and compliance-related information.

CORPORATE GOVERNANCE REPORT

The Company's Disclosure of Inside Information Policy set out in our Corporate Governance Manual contains guidelines on the protection of confidential information, and the handling and dissemination of insider information. Systems and procedures are in place to identify, control and report on major risks, including business, safety, legal, financial, environmental and reputational risks. Exposures to these risks are monitored by the Board with the assistance of various committees and the Senior Management.

The Company conducts an annual review of the effectiveness of its risk management and internal control systems covering all material controls, including financial, operational and compliance controls as well as risk management. The review is coordinated by the Company's Internal Audit Department which, after management and various business departments have performed their self-assessment and management has confirmed the effectiveness of the relevant systems, then carries out an independent examination and other post assessment work on the review process and results. The review also considers the adequacy of resources, employee qualifications and experience and training of the Company's accounting, financial reporting and internal audit functions. The results of the 2023 review, which have been reported to the Audit Committee and the Board, confirmed that the Company's risk management and internal control systems were effective and adequate.

INTERNAL AUDIT

The Company has an Internal Audit Department that performs regular independent reviews of key risk areas and monitors compliance with the Company's accounting, financial and operational procedures.

The Internal Audit Department assists the Audit Committee in carrying out the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems. The internal audit plan, which is prepared based on risk assessment methodology, is discussed and approved by the Audit Committee every year. In addition to its agreed annual schedule of work, the Internal Audit Department conducts other special reviews as required. The Head of Internal Audit has direct access to the Audit Committee. Audit reports are sent to the Audit Committee and copied to the Chief Executive Officer and Managing Director, Senior Management in charge and the relevant management of audited departments. A summary of major audit findings and recommendations as well as the remediation plan status are reported to the Audit Committee on a regular basis. As a key criterion of assessing the adequacy and effectiveness of the Group's risk management and internal control systems, the Board and the Audit Committee actively monitor the number and seriousness of findings raised by the Internal Audit Department and also the corrective actions taken by relevant departments.

CORPORATE GOVERNANCE REPORT

DIRECTORS' RESPONSIBILITY STATEMENT IN RELATION TO FINANCIAL STATEMENTS

The following statement should be read in conjunction with the auditor's statement of their responsibilities as set out in the auditor's report. The statement aims to distinguish the responsibilities of the Directors and the auditor in relation to the financial statements.

The Directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act 1967, applicable disclosure requirements of the Hong Kong Companies Ordinance, International Financial Reporting Standards and the Listing Rules. In addition, the Directors are responsible for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

The Directors consider that in preparing the financial statements, the Company has adopted appropriate accounting policies which have been consistently applied and supported by reasonable judgements and estimates, and that all accounting standards which they consider to be applicable have been followed. The Directors are not aware of material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

BOARD DELEGATION

The Chief Executive Officer is responsible for day-to-day management of the Company and delivering on the Company's strategies and objectives, as approved by the Board. There are clear guidelines and directions as to his powers and in particular the circumstances in which the Chief Executive Officer must report back to, or obtain the prior approval of, the Board before making commitments on behalf of the Company. In addition, the Company's Management Committee has clear delegated authority from the Board to approve new transactions that meet certain criteria, and the Company has a well-established and developed committee and internal governance framework for managing its day-to-day business.

BOARD COMMITTEES

The Board has established five standing Board Committees to assist in performing its responsibilities. They are the Audit Committee, the Nomination Committee, the Remuneration Committee, the Risk Committee, and the Strategy and Budget Committee. In addition, an Independent Board Committee comprising all of the Independent Non-executive Directors will review, approve and monitor connected transactions, including continuing connected transactions, as and when required.

CORPORATE GOVERNANCE REPORT

Each of the Board Committees has well-defined terms of reference and makes recommendations to the Board on relevant matters within its scope of responsibilities or makes decisions under appropriate circumstances in accordance with power delegated to it by the Board. In addition, the Board and each of the Board Committees evaluates and reviews its process and effectiveness annually, with a view to identifying areas for further improvement.

Details including the composition of the Board and each of the Board Committees, roles and functions of each of the Board Committees, terms of reference of each of the Audit Committee, the Remuneration Committee and the Nomination Committee and the Procedures for Shareholders to Propose a Person for Election as a Director are available on the Company's website.

The table below sets out the chairman and members of each Board Committee as at 19 April 2024 (being the approval date of this annual report):

Director	Audit Committee	Remuneration Committee	Nomination Committee (Note)	Risk Committee	Strategy and Budget Committee
Mdm. Zhang Xiaolu					M
Mr. Steven Matthew Townend					M
Mdm. Chen Jing	M			M	
Mr. Jin Hongju	M				C
Mdm. Li Ke		M	M		
Mdm. Liu Yunfei				M	M
Mr. Robert James Martin					M
Mr. Dai Deming	C	M	M		
Mr. Fu Shula	M	C	M		
Mr. Antony Nigel Tyler	M			C	M
Dr. Yeung Yin Bernard			M		M

Explanatory notes:

C means committee chairman

M means committee member

Note: The position of chairman of the Nomination Committee is currently vacant and the Company will appoint a new chairman of the Nomination Committee as required by Listing Rule 3.27A as soon as reasonably practicable. An announcement will be made by the Company when the new chairman of the Nomination Committee has been appointed.

CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE

The Audit Committee comprises five members as set out in the table above, a majority of which are Independent Non-Executive Directors.

The Audit Committee's main duties include reviewing the following matters:

- the completeness, accuracy and integrity of the Company's financial statements and financial reporting process
- the Company's significant accounting policies and practices
- the Company's financial reporting system, risk management and internal control systems
- the relationship with, engagement of and remuneration of the Company's external auditors
- the effectiveness of the Company's internal audit function

The Audit Committee held four meetings during the year ended 31 December 2023 and its main work included its:

- review, and recommendation to the Board for approval, of the Company's final results announcement, including the financial statements, for the year ended 31 December 2022
- review, and recommendation to the Board for approval, of the Company's interim results announcement, including the financial statements, for the six-month period ended 30 June 2023
- recommendation to the Board for approval of the re-appointment and remuneration of the external auditor of the Company, review and approval of the external audit plan and any external audit reports, and monitoring of the external auditor's independence and objectivity
- review and approval of the internal audit budget for 2024, and review of the effectiveness of the internal audit function of the Company
- review of the effectiveness of the Company's risk management and internal control systems

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Nomination Committee comprises four members, as set out in the table above, a majority of which are Independent Non-executive Directors. The position of chairman of the Nomination Committee is currently vacant and the Company will appoint a new chairman of the Nomination Committee as required by Listing Rule 3.27A as soon as reasonably practicable. An announcement will be made by the Company when the new chairman of the Nomination Committee has been appointed.

The Nomination Committee's main duties include reviewing the following matters:

- the selection and nomination of Directors, Board Committee members and Senior Management
- the structure, size and composition of the Board and Board Committees
- the effectiveness of the Board and Board Committees

The Nomination Committee held one meeting during the year ended 31 December 2023, supplemented by the circulation of written resolutions, and its main work included its:

- review and recommendation to the Board on the appointment of three Non-executive Directors
- review and recommendation to the Board on the implementation of the Company's succession plan for the appointment of the Chief Operating Officer, Chief Financial Officer and Chief Executive Officer and Managing Director following the retirement or promotion of the incumbent officer holders
- annual review of the size and structure of the Board
- annual evaluation of the Board and Board Committees
- assessment of the independence of the Independent Non-executive Directors
- review and update of the Nomination Policy and the Board Diversity Policy, including setting numerical targets and times for gender diversity on the Board
- review of the Nomination Committee's terms of reference

CORPORATE GOVERNANCE REPORT

REMUNERATION COMMITTEE

The Remuneration Committee comprises three members, as set out in the table above, a majority of which are Independent Non-executive Directors.

The Remuneration Committee's main duties include the following matters:

- reviewing the Company's policy and structure for all Directors' and Senior Management remuneration and making recommendations to the Board with respect to policy and structure
- determining, with delegated responsibility, remuneration of Executive Directors or Senior Management members
- ensuring that no Director or any of his associates is involved in deciding his own remuneration
- reviewing and approving management's remuneration proposals with reference to the Board's goals and objectives

The Remuneration Committee held one meeting during the year ended 31 December 2023 and its main work included:

- providing input to the Strategy and Budget Committee and the Board with respect to the Company's staff costs budget for 2024
- reviewing and recommending the bonus pool based on the Company's incentive plan to the Board for approval
- recommending salary increase and discretionary bonus amounts for Executive Directors and Senior Management to the Board for approval
- reviewing remuneration competitiveness against comparable companies' market benchmark
- recommending remuneration and employment terms of newly appointed Senior Management and Non-executive Director
- reviewing the Remuneration Committee's terms of reference

No Director takes part in any discussion about his or her own remuneration. Full details of remuneration of the Directors and the Senior Management are provided in Note 10 to the financial statements.

CORPORATE GOVERNANCE REPORT

RISK COMMITTEE

The Risk Committee comprises three members as set out in the table above. The primary duties of the Risk Committee include:

- conducting regular review of risk factors in the Company's business, including but not limited to customer credit, aircraft asset and portfolio risks, cash flow, liquidity, hedging and funding risks, and procurement and technical risks, as well as enterprise risk matters
- regularly reviewing with management new and emerging risks and providing guidance on measures to be taken to mitigate these risks
- reviewing the adequacy of departmental resources, and policies and procedures, to mitigate current and potential future risks
- oversight of the Company's ESG strategy and reporting
- providing regular reports to the Board on the foregoing
- approving other matters delegated to it by the Board

The Risk Committee held four meetings during the year ended 31 December 2023 and its main work included the following:

- quarterly review of the overall risk status of the Company, including portfolio credit quality and collections status, liability risk management, geo-political risk factors, risk factors impacting the commercial aviation industry generally, and enterprise risk matters
- quarterly status review of technical and procurement risk factors
- review of corporate tax, insurance and vendor risk management matters
- review of the Company's ESG targets

CORPORATE GOVERNANCE REPORT

STRATEGY AND BUDGET COMMITTEE

The Strategy and Budget Committee comprises seven members, as set out in the table above. The primary duties of the Strategy and Budget Committee include:

- guiding management in the preparation of the Company's medium to long-term strategic plan for approval by the Board
- reviewing the process for formulating the Company's strategy to ensure that it takes into account a range of alternatives
- reviewing the annual budget prior to Board approval and monitoring performance against budgeted targets
- reviewing and monitoring the Company's business plan and financial budget
- setting corporate targets

The Strategy and Budget Committee held three meetings during the year ended 31 December 2023 and its main work included the following:

- considering and recommending to the Board for approval the final dividend for full-year 2022
- considering and recommending to the Board for approval the interim dividend for the six-month period ending 30 June 2023
- reviewing and reporting to the Board on developments in market conditions and opportunities relevant to the Company's business, including developments in the lease placement and purchase-leaseback markets and developments relating to the procurement of aircraft
- reviewing and recommending to the Board for approval the 2024 budget and the 2024 Corporate Scorecard
- reviewing and recommending to the Board for approval the Company's 2022 Corporate Scorecard result and certain metrics for the Company's short-term and long-term incentive plans

MANAGEMENT STRUCTURE

The Company also has a clear governance framework for managing the day-to-day business which includes the following management committees:

- The **Management Committee** has decision-making authority, delegated from the Board, to approve transactions that meet certain criteria, including leases and lease extensions, purchase and leasebacks, sales, loan and bond financings, hedging, aircraft specification changes and other procurement matters and general administrative matters. The committee is chaired by the Chief Executive Officer and Managing Director. The five members of the Senior Management team and the Chief Risk Officer are members of the committee.

CORPORATE GOVERNANCE REPORT

- The **Risk Management Committee** provides an ongoing and forward-looking review of risk factors impacting the Company's balance sheet, comprising asset/credit risk and liability risk matters. The committee also reviews changes in the external operating environment and the portfolio impact of implementing revenue plans. The committee is chaired by the Chief Executive Officer and Managing Director.
- The **Operations Committee** provides guidance in executing the Company's aircraft acquisition, leasing and sales transactions and is involved in day-to-day management of the owned and managed aircraft portfolio, including the heads of the legal and transaction management, risk, technical, procurement, airline leasing and sales and aircraft sales departments. The committee is chaired by the Chief Operating Officer.
- The **Finance Committee** monitors and coordinates issues between the heads of the accounting and reporting, financial control, financial planning and analysis, tax, risk, aircraft sales, treasury, settlement and investor relations departments, including funding requirements, risk issues that may affect collections, aircraft sales and budgeting. The committee is chaired by the Chief Financial Officer.
- The **Funding Committee** provides guidance on funding strategy for both debt maturities and capital expenditure as well as managing the overall costs of funding. The committee is chaired by the Chief Executive Officer and Managing Director.
- The **Revenue Committee** provides guidance and planning for new lease and sales activities, and provides direction to the customer-facing airline leasing and sales and aircraft sales team for prospective new transactions. Approval of the Revenue Committee is typically obtained for proposals falling outside certain parameters. The committee is chaired by the Chief Executive Officer and Managing Director.
- The **Investment Committee** reviews overall investment and divestment strategy for the Company's portfolio of aircraft and other assets. The committee is chaired by the Chief Executive Officer and Managing Director.
- The **Sales Committee** provides guidance on all matters related to the Company's aircraft sales business including evaluating sales strategy and monitoring external market conditions for aircraft sales. The committee is chaired by the Chief Executive Officer and Managing Director.
- The **Procurement Committee** reviews all matters related to aircraft procurement strategy, capital expenditure pipeline and delivery of aircraft. The committee monitors the status of deliveries and any delays in placement of aircraft on order and its impact on the Company. The committee is chaired by the Chief Operating Officer.
- The **Internal Control Committee** monitors compliance with internal processes and procedures and provides direction for any needed improvements thereto. The committee is responsible for oversight of the Company's fraud risk management, anti-bribery and sanctions policies and also evaluates new regulatory or other compliance issues affecting the Company's business. The committee is chaired by the General Counsel.

CORPORATE GOVERNANCE REPORT

- The **Disclosure Committee** monitors and approve all disclosures made on the Stock Exchange according to the Listing Rules. The committee is responsible for oversight of the Company's disclosure and the Company's inside information related policies and procedure. The committee is chaired by the Chief Executive Officer and Managing Director.
- The **Environmental, Social and Governance Committee** drives the Company's ESG initiatives, and reviews and monitors the Company's ESG commitments, targets and reporting obligations at management level. The committee is chaired by the Chief Operating Officer.

Further underpinning the Company's overall risk management approach are specific policies and procedures for each department within the Company, together with clear written delegations of authority to specified heads of department, each of which are reviewed, revised and re-approved, as appropriate, on a regular basis.

D&O LIABILITY INSURANCE POLICY

The Company has arranged appropriate insurance cover for the benefit of Directors and officers against liability which may lawfully be insured by the Company.

COMPANY SECRETARY

The Company Secretary is a full-time employee of the Company based in Singapore and is appointed by the Board. The Company Secretary is responsible for facilitating the Board's processes and communications among Board members, with Shareholders and with management. The Company Secretary attended sufficient professional training for the year ended 31 December 2023 to update his skills and knowledge as required under Rule 3.29 of the Listing Rules.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has established and implemented the Dealing Policy to govern the Directors' dealings in securities of the Company. Terms of the Dealing Policy are not less exacting than the mandatory standards set out in the Model Code.

Upon specific enquiry by the Company, all Directors confirmed that they complied with the Dealing Policy during the year ended 31 December 2023.

CORPORATE GOVERNANCE REPORT

EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

Independence of the Company's external auditor is very important to Shareholders, the Board and the Audit Committee. The auditor confirms annually to the Audit Committee that they are independent accountants based on Institute of Singapore Chartered Accountants Code of Professional Conduct and Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities and that they are not aware of any matters which could be reasonably thought to bear on their independence. The Audit Committee will assess the independence of the auditor at least annually.

PricewaterhouseCoopers LLP (**PwC**) was appointed as the Company's auditor at the annual general meeting of the Company on 3 June 2021 and has been the Company's auditor since the financial year ended 31 December 2021.

For 2023, the total fees charged by PwC and its affiliates were US\$0.6 million, of which US\$0.4 million was for audit services, US\$0.2 million was for audit related services mainly relating to the Company's issuance of notes under its Global Medium Term Note Program. The fees charged by PwC and its affiliates on non-audit related services were less than US\$0.1 million and mainly related to tax compliance and advisory services. Apart from audit services, PwC was appointed to provide audit related services and non-audit related services to the Group in relation to matters closely associated with the audit or where PwC's understanding of the Group's business was beneficial in improving efficiency and effectiveness. The percentage of fee ratio between audit related services and non-audit related services versus total fees charged was 38.9%, while the percentage of fee ratio between non-audit related services versus total fees charged was 6.5%.

The Audit Committee reviewed the fees paid to PwC for the year ended 31 December 2023 for the purposes of Section 206(1A) of the Singapore Companies Act 1967, and is satisfied that the non-audit services (comprising audit related and non-audit related services) provided by PwC in 2023 did not affect the independence of PwC in carrying out their audit services provided to the Group.

CORPORATE GOVERNANCE REPORT

INVESTOR RELATIONS

The Board and Senior Management recognise their responsibility to represent the interests of all stakeholders. Frequent and regular communication with our stakeholders is a high priority of the Company.

The methods used to communicate with Shareholders include the following:

- the Head of Investor Relations makes himself available for regular meetings with major Shareholders, investors and analysts
- the Company's website includes electronic copies of financial reports, call transcripts, audio webcasts of analyst presentations, presentation slides, latest news, public announcements and general information about the Company
- publication of interim and annual reports
- publication of press releases and announcements
- the annual general meeting of the Company

SHAREHOLDERS COMMUNICATION POLICY

BOC Aviation is committed to enhancing Shareholder value by achieving high standards of corporate ethics, conduct, transparency and accountability. We are guided by our Shareholders Communication Policy, which aims to set out the provisions with the objective of ensuring that the Shareholders, and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company. This includes its financial performance, strategic goals and plans, material developments, governance and risk profile, in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company. We aim to ensure the effective and timely dissemination of information to Shareholders at all times.

During the year we hosted an investor day in Hong Kong that featured Senior Management and heads of departments. In addition, we hosted two earnings calls with the investment community, attended 14 investor conferences and participated in more than 500 meetings and calls with investors and research analysts, which we consider represents a substantial effort to ensure that our Shareholders remain as well informed as possible. As at 31 December 2023, BOC Aviation was rated a Buy by all 19 research analysts that publish on the Company¹ and therefore, the implementation and effectiveness of the Shareholders Communication Policy is considered satisfactory.

PUTTING FORWARD ENQUIRIES TO THE BOARD

Shareholders may send their enquiries and concerns to the Board by post or email to information@bocaviation.com, timothy.ross@bocaviation.com or kelly.kang@bocaviation.com. The relevant contact details are set out in the Investors section of the Company's website.

¹ Source: Bloomberg

DIRECTORS' STATEMENT

The Directors are pleased to present this statement and the audited consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2023. In our opinion:

- (a) the consolidated financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

PRINCIPAL ACTIVITIES

The principal activities of the Company, which are conducted in Singapore, are the leasing of aircraft, management of aircraft leases and other related activities. The Company's subsidiaries, which are listed in Note 34 to the financial statements, are also primarily engaged in the leasing of aircraft and other related activities.

BUSINESS REVIEW AND PRINCIPAL RISKS

Please refer to the "Chairman's Statement", "Chief Executive's Comments", "Business and Financial Review", "Management Discussion and Analysis" and "Corporate Governance Report" sections for a review of the Company's business for the year ended 31 December 2023. The Company's business model and details of the principal risks faced by the Company, the potential impact of such risks on the Company and measures taken by the Company to mitigate such risks are set out on pages 17 to 19 of this annual report.

All references above or herein to other sections of this annual report form part of this statement.

BOC Aviation is committed to using resources efficiently and reducing waste. We invest in the latest-technology, most fuel-efficient aircraft and we focus on actively reducing our direct carbon emissions and being carbon neutral for our direct carbon emissions by offset. While we do not operate the aircraft that we own and cannot directly control the greenhouse gas emissions of aircraft operated by our airline customers, our business model of investing in modern, young aircraft for our customers' fleets contributes to more efficient use of aviation fuel and to the achievement of the airline industry's climate change targets. In addition, for the environmental impact that we directly control, we set targets to reduce our electricity use, reduce our direct CO₂ emissions and reduce waste produced directly in our business, and we are 100% carbon neutral for our direct CO₂ emissions by offset. More information is presented in the Company's Environmental, Social and Governance Report.

DIRECTORS' STATEMENT

The major laws and regulations that have a significant impact on the Group's business include the Listing Rules, the SFO and the Singapore Companies Act 1967. During the year ended 31 December 2023 and up to the date of this annual report, the Group has implemented policies and procedures to ensure compliance with the relevant laws and regulations.

During the year ended 31 December 2023 and up to the date of this annual report, as far as the Board and management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that have a significant impact on the businesses and operations of the Group.

ANNUAL GENERAL MEETING

The AGM will be held on 30 May 2024.

RESULTS

The financial performance of the Group for the year ended 31 December 2023 and the financial position of the Group and the Company at that date are set out in the financial statements in the Appendix A to this annual report.

DIVIDEND POLICY

The Company's dividend policy is to distribute up to 35% of net profit after tax for a full financial year. The Board has absolute discretion as to whether to declare any dividend for any year, and if it decides to declare a dividend, how much to declare.

DIVIDENDS

The Board has recommended a final dividend of US\$0.2721 per share for the year ended 31 December 2023, amounting to approximately US\$188.8 million, subject to the approval of Shareholders at the AGM. If approved, the final dividend will be paid on 21 June 2024 to Shareholders whose names appear on the Register of Members of the Company on the record date, being 7 June 2024. The final dividend will be paid in Hong Kong Dollar, converted from US Dollar at the prevailing market rate at least one week before the dividend payment date.

Together with the interim dividend of US\$0.1131 per share declared in August 2023, the total dividend payout for the year ended 31 December 2023 would be US\$0.3852 per share, representing a total distribution to Shareholders of approximately US\$267.3 million.

DIRECTORS' STATEMENT

CLOSURE OF REGISTER OF MEMBERS – ANNUAL GENERAL MEETING

The register of members of the Company will be closed, for the purpose of determining Shareholders' entitlement to attend and vote at the AGM, from 27 May 2024 to 30 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfer documents, accompanied by the relevant Share certificates, must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30p.m. on 24 May 2024.

CLOSURE OF REGISTER OF MEMBERS – FINAL DIVIDEND

The register of members of the Company will be closed, for the purpose of determining Shareholders' entitlement to the proposed final dividend, from 5 June 2024 to 7 June 2024 (both days inclusive), during which no transfer of Shares will be effected. In order to qualify for entitlement to the proposed final dividend, all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 4 June 2024.

FINANCIAL SUMMARY

The Shares of the Company have been listed on the Main Board of the Stock Exchange since 1 June 2016. A five year financial summary of the Group is set out on page 81 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the property, plant and equipment of the Group as at 31 December 2023 are set out in Note 13 to the financial statements.

PRE-EMPTIVE RIGHTS

Article 8(A) of the Constitution provides that, subject to any direction to the contrary that may be given by the Company in general meeting, all new Shares shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the number of the existing Shares to which they are entitled. Save for the foregoing, there is no provision for pre-emptive rights under the Company's Constitution or the laws of the Republic of Singapore applicable to Singapore companies generally which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

DIRECTORS' STATEMENT

DONATIONS

For the year ended 31 December 2023, the Company donated US\$15,000 for charitable purposes. We did not make any donation of a political nature.

SHARE CAPITAL

Details of the Shares issued by the Company are set out in Note 29 to the financial statements. There was no movement in the share capital of the Company during the year ended 31 December 2023. There was no purchase, sale or redemption of Shares by the Company or any of its subsidiaries during the year ended 31 December 2023. In connection with the RSU Plan, the independent trustee (Computershare Hong Kong Trustees) purchased 1,644,651 Shares on-market for a total consideration of approximately HK\$99.3 million, which are held on trust in accordance with the rules of the RSU Plan.

PUBLIC FLOAT

Based on information that is publicly available and within the knowledge of the Directors, the Company maintained the prescribed public float of more than 25% of the total issued share capital required under the Listing Rules as at 19 April 2024 (being the approval date of this annual report).

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holdings of the Shares. If Shareholders are uncertain about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult an expert.

BANK LOANS, DEBENTURES ISSUED AND OTHER BORROWINGS

Details of the Company's bank loans, debentures issued and other borrowings are set out in Notes 22 and 32 to the financial statements.

DISTRIBUTABLE RESERVES

The distributable reserves of the Company as at 31 December 2023, calculated according to the Singapore Companies Act 1967, amounted to approximately US\$2.4 billion and are set out as retained earnings in the Company's statement of financial position in the financial statements.

CONTINGENT LIABILITIES

Other than corporate guarantees for certain loans extended to the Company's subsidiary companies by the banks and for obligations under certain lease agreements entered into by the subsidiary companies as set out in Note 38 to the financial statements, the Company had no material contingent liabilities as at 31 December 2023.

DIRECTORS' STATEMENT

DIRECTORS

A list of Directors as at 14 March 2024 (and updated to reflect subsequent changes up to 19 April 2024) is set out on page 55 of this annual report.

The changes in Board composition, and the biographical details of the Directors and their terms of office are set out on pages 33 to 38 and 47 to 49 of this annual report.

In accordance with Articles 90 and 97 of the Constitution, Mr. Steven Townend, Mdm. Chen Jing, Mr. Jin Hongju, Mdm. Li Ke, Mdm. Liu Yunfei, Mr. Robert Martin, Mr. Dai Deming and Mr. Antony Tyler will retire at the forthcoming AGM. Each of the above retiring Directors, being eligible, will offer himself or herself for re-election at the forthcoming AGM.

DIRECTORS' SERVICE CONTRACTS

No Director standing for re-election at the AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation other than the normal statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed "Continuing Connected Transactions" in this statement, none of the Directors or entities connected with a Director had a material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party during or at the end of the year.

During the year ended 31 December 2023 and as at 31 December 2023, none of the Directors has interests in any business apart from the Company's business which competes or is likely to compete, either directly or indirectly, with the Company's business.

The Constitution requires each Director to observe the provisions of the Singapore Companies Act 1967 in relation to the disclosure of his interest in transactions or proposed transactions with the Company or of any office held or property possessed by him which might create duties or interests in conflict with his duties or interests as a Director. The Constitution further provides that a Director shall not vote in respect of any contract or arrangement or any other proposal in which he or any of his close associates has any personal material interest, directly or indirectly, except in certain prescribed circumstances. Please refer to the Constitution available at the Company's website at www.bocaviation.com for further details.

At no time during the year or at the end of the year was the Company, its holding companies, or any of its subsidiaries or fellow subsidiaries a party to any arrangements whose objects are, or one of whose objects is to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate, except for the RSU Plan which is applicable to all employees including the Executive Directors and former Executive Directors as described on pages 70 to 72.

DIRECTORS' STATEMENT

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The following is a general description of the emolument policy of the Company and the basis of determining the emoluments payable to the Directors.

The remuneration of Directors is recommended to the Company's Shareholders by the Board, which receives recommendations from the Remuneration Committee. The remuneration of Directors must be approved by general resolution at the annual general meeting of the Shareholders of the Company. All of the Independent Non-executive Directors received directors' fees. The Executive Directors and the Non-executive Directors (other than Independent Non-executive Directors and Robert Martin, who was re-designated as a Non-executive Director with effect from 1 January 2024) are not entitled to receive any director's fees.

Under the Company's compensation arrangements, the Executive Directors and Senior Management receive cash compensation in the form of salaries as well as annual bonuses that are subject to annual performance targets and other benefits. The Executive Directors and Senior Management may also be remunerated under the RSU Plan described below.

Details of the remuneration of the Directors and a summary of the remuneration of the five highest paid individuals and Senior Management by band for the year ended 31 December 2023 are set out in Note 10 to the financial statements.

RESTRICTED SHARE UNIT LONG TERM INCENTIVE PLAN

As part of the Company's long-term employee incentive plans, the RSU Plan has been established to attract skilled and experienced management and professional employees, to motivate and reward them to maximise profit and long-term investment returns for Shareholders by providing them with the opportunity to acquire equity interests in the Company, thereby aligning the respective interests of employees and Shareholders.

The first RSU Plan was adopted on 18 December 2017 governing the awards made by the Company in respect of the five financial years from 2017 to 2021 (inclusive) and will terminate in December 2024 when the final awards have vested. The second RSU Plan was adopted on 28 February 2023 governing the awards made by the Company in respect of the four financial years from 2022 to 2025 (inclusive) and will terminate (depending on the satisfaction of certain conditions) in either April 2029 or April 2030 when the final awards have vested.

Eligible participants of the RSU Plan are selected employees (including Executive Directors) of the Company or any of its subsidiaries. There is no cap to the total number of shares available for grants under the RSU Plan, or the maximum entitlement of each participant under the RSU Plan. No consideration is required to be paid by the grantee on acceptance of the awards or at the time of vesting of the awards. An independent trustee (Computershare Hong Kong Trustees Limited) purchases Shares of the Company from the market and holds such Shares on trust in accordance with the rules of the RSU Plan. The RSU Plan will not involve any issue of new Shares by the Company.

DIRECTORS' STATEMENT

Subject to the terms and conditions of the RSU Plan and the fulfilment of all conditions to the vesting of the awards, the Shares underlying each award will vest in December of the third year after the end of the financial year for which the award was granted (under the first RSU Plan) or in April of either the fourth or fifth year (depending on the satisfaction of certain conditions) after the end of the financial year for which the award was granted (under the second RSU Plan).

The RSU Plan is a share scheme funded by existing Shares of the Company and is subject to the requirements of Rule 17.12 of the Listing Rules.

During the year ended 31 December 2023, the Company granted awards under the second RSU Plan on 9 June 2023, details of which are set out in the Company's announcement dated 9 June 2023 on the websites of the Stock Exchange and the Company. In addition, certain awards under the first and second RSU Plans vested or lapsed during the year in accordance with the terms thereof, whilst no awards were cancelled during the year. Details are set out below:

Grantees	Unvested RSUs as at 1 January 2023 ¹		RSUs granted during the year ²		Number of RSUs vested during the year ³	Number of RSUs cancelled during the year	Number of RSUs lapsed during the year	Unvested RSUs as at 31 December 2023 ¹	
	Number	Date of grant	Number	Date of grant				Number	Date of grant
Mr. Robert James Martin	185,433	Note A	144,375	9 June 2023	81,411	Nil	Nil	248,397	Note B
Mdm. Zhang Xiaolu	110,606	Note A	77,190	9 June 2023	44,409	Nil	Nil	143,387	Note B
Five highest paid individuals ⁴	620,250	Note A	481,331	9 June 2023	263,257	Nil	Nil	838,324	Note B
Other grantees	1,204,256	Note A	1,163,320	9 June 2023	477,791	Nil	125,407	1,764,378	Note B

Notes:

- Subject to the terms and conditions of the RSU Plan and the fulfilment of all conditions to the vesting of the awards, the Shares underlying each award will vest in December of the third year after the end of the financial year for which the award was granted (under the first RSU Plan) or in April of either the fourth or fifth year (depending on the satisfaction of certain conditions) after the end of the financial year for which the award was granted (under the second RSU Plan). No consideration is required from the relevant grantee at the time of vesting.
 - The closing price of the Company's Shares on 8 June 2023, the day preceding the date of grant, was HK\$62.60. The fair value of each RSU award at the date of grant was HK\$60.40, as determined by the average market price at which the shares of the Company were purchased from the secondary market by an independent trustee.
 - The closing price of the Company's Shares on 14 December 2023, the day preceding the vesting date, was HK\$57.40. No consideration is required from the relevant grantee at the time of vesting.
 - The information includes the grants to two Directors who are two of the five highest paid individuals in 2023.
- A: Granted on 7 May 2021 and 18 May 2022, as applicable.
 B: Granted on 18 May 2022 and 9 June 2023, as applicable.

DIRECTORS' STATEMENT

DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S INTERESTS IN SHARES AND DEBENTURES

As at 31 December 2023, interests of the Directors and the Chief Executive Officer and their respective associates in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO and Section 164 of the Singapore Companies Act 1967, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

LONG POSITION (ORDINARY SHARES)

Name of Director	Total Number of Shares held (Note)	Approximate percentage of total issued share capital (%)
Mr. Robert James MARTIN	946,051	0.14
Mdm. ZHANG Xiaolu	187,796	0.03

Note: As at 31 December 2023, Mr. Martin had a beneficial interest in a total of 946,051 Shares, which included 248,397 Shares representing RSUs granted but which have not yet vested in accordance with the terms and conditions of the RSU Plan and Mdm. Zhang had a beneficial interest in a total of 187,796 Shares, which included 143,387 Shares representing RSUs granted but which have not yet vested in accordance with the terms and conditions of the RSU Plan.

None of the Directors or the Chief Executive Officer of the Company or their respective associates had any short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO and Section 164 of the Singapore Companies Act 1967, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as at 31 December 2023.

SUBSTANTIAL SHAREHOLDERS

The register maintained by the Company pursuant to Section 336 of the SFO recorded that, as at 31 December 2023, the following parties had the following interests (as defined in the SFO) in the Company set opposite their respective names:

DIRECTORS' STATEMENT

Name of Shareholder	Capacity	Nature of interest	Number and class of Shares held	Approximate percentage of total issued share capital (%)
Central Huijin Investment Limited	Interest of controlled corporation	Long Position	485,807,334 (Ordinary)	70
BOC	Interest of controlled corporation	Long Position	485,807,334 (Ordinary)	70
BOCGI	Interest of controlled corporation	Long Position	485,807,334 (Ordinary)	70
Sky Splendor Limited	Beneficial owner	Long Position	485,807,334 (Ordinary)	70
Pandanus Associates Inc.	Interest of controlled corporation	Long Position	69,374,900 (Ordinary)	9.99
Pandanus Partners L.P.	Interest of controlled corporation	Long Position	69,374,900 (Ordinary)	9.99
FIL Limited	Beneficial owner/ Interest of controlled corporation	Long Position	69,374,900 (Ordinary)	9.99
Fidelity Funds	Beneficial owner	Long Position	34,994,472 (Ordinary)	5.04
Brown Brothers Harriman & Co.	Lending agent	Long Position	34,781,956 (Ordinary)	5.01

Notes:

1. BOCGI holds the entire issued share capital of Sky Splendor Limited. Accordingly, BOCGI is deemed to have the same interests in the Company as Sky Splendor Limited for the purpose of the SFO. Sky Splendor Limited directly holds 485,807,334 Shares.
2. BOC holds the entire issued share capital of BOCGI, which in turn holds the entire issued share capital of Sky Splendor Limited. Accordingly, BOC is deemed to have the same interests in the Company as BOCGI and Sky Splendor Limited for the purpose of the SFO. Sky Splendor Limited directly holds 485,807,334 Shares.
3. Central Huijin Investment Limited holds the controlling stake in the equity capital of BOC. Accordingly, for the purpose of the SFO, Central Huijin Investment Limited is deemed to have the same interest in the Company as BOC.
4. Pandanus Partners L.P. controls more than one-third of voting rights in FIL Limited. Accordingly, for the purpose of the SFO, Pandanus Partners L.P. is deemed to have the same interest in the Company as FIL Limited, which has interest in 69,374,900 Shares.
5. Pandanus Associates Inc. holds the entire issued share capital of Pandanus Partners L.P. Accordingly, for the purpose of the SFO, Pandanus Associates Inc. is deemed to have the same interest in the Company as Pandanus Partners L.P.
6. FIL Limited is deemed to be interested in 69,374,900 Shares held by its controlled corporations for the purpose of the SFO.
7. Brown Brothers Harriman & Co. is an approved lending agent under the SFC. The 34,781,956 Shares were held in a lending pool in its capacity as an approved lending agent.

DIRECTORS' STATEMENT

All the interests stated above represented long positions. Save as disclosed above, as at 31 December 2023, so far as the Directors are aware, no other persons or corporations had 5% or more interests or short positions in Shares and underlying shares of the Company which were recorded in the register maintained by the Company under Section 336 of the SFO.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2023.

PERMITTED INDEMNITY

Pursuant to the Constitution, every Director shall be entitled to be indemnified by the Company against all liabilities incurred by him/her to the extent permitted by the Singapore Companies Act 1967. The Company has maintained insurance for the benefit of Directors against liability which may lawfully be insured by the Company.

SHARE OPTION SCHEME

The Company has not adopted a share option scheme.

EQUITY-LINKED AGREEMENTS

Save for the RSU Plan, no equity-linked agreements were entered into by the Company during the year ended 31 December 2023 or subsisted as at 31 December 2023.

SHARES UNDER OPTION

No options over unissued Shares of the Company or its subsidiaries were granted by the Company or its subsidiaries, or exercised, during the year ended 31 December 2023 or subsisted as at 31 December 2023.

MAJOR CUSTOMERS

9% of our revenue was attributable to our largest customer in 2023. The total revenue from the five largest customers of the Group accounted for approximately 32% of the total revenue of the Group.

To the best knowledge and belief of the Directors, none of the Directors or their close associates or any Shareholders (which to the knowledge of the Directors beneficially own more than 5% of the Shares) had any interest in any of the five largest customers in 2023 (to the extent applicable to such customers).

DIRECTORS' STATEMENT

MAJOR SUPPLIERS

The Group's largest supplier in 2023 was Airbus, representing 65% of total capital expenditure of the Group under a combination of the Group's direct orders with Airbus and purchase and leaseback transactions with airlines where the Group acquires aircraft from Airbus under an assignment of the relevant airline's purchase agreement. The total purchases from the five largest suppliers of the Group accounted for approximately 95% of total capital expenditure of the Group.

The five largest suppliers to the Group are independent third parties and, to the best knowledge and belief of the Directors, none of the Directors or their close associates or any Shareholders (which to the knowledge of the Directors beneficially own more than 5% of the Shares) had any interest in any of the five largest suppliers in 2023 (to the extent applicable to such suppliers).

CONTINUING CONNECTED TRANSACTIONS

The following transactions constituted continuing connected transactions under the Listing Rules during the year ended 31 December 2023:

A. BANK DEPOSITS

1. Bank deposits with the BOC Group (other than the BOCHK Holdings Group)

The Group had bank deposit accounts with the Singapore and Tianjin branches of BOC in the ordinary and usual course of its business and on normal commercial terms. The Company entered into a framework agreement with BOC (the **BOC Deposit Framework Agreement**) on 12 May 2016 to govern all existing and future bank deposits with the BOC Group (other than the BOCHK Holdings Group) with effect from the Listing Date.

The maximum daily balance of deposit placed by the Group with the BOC Group (other than the BOCHK Holdings Group) (including interest accrued thereon) for the year ended 31 December 2023 was approximately US\$115 million and it had not exceeded the cap of US\$500 million during the year ended 31 December 2023.

2. Bank deposits with the BOCHK Holdings Group

The Group had bank deposit accounts with BOCHK in the ordinary and usual course of its business and on normal commercial terms. The Company entered into a framework agreement with BOCHK Holdings (the **BOCHK Deposit Framework Agreement**) on 12 May 2016 to govern all existing and future bank deposits with the BOCHK Holdings Group with effect from the Listing Date.

The maximum daily balance of deposits placed by the Group with the BOCHK Holdings Group (including interest accrued thereon) for the year ended 31 December 2023 was US\$390 million and it had not exceeded the cap of US\$500 million during the year ended 31 December 2023.

DIRECTORS' STATEMENT

OTHER TERMS

The BOC Deposit Framework Agreement and the BOCHK Deposit Framework Agreement provide that all deposits of funds with the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, must be (i) in the ordinary and usual course of business of the Group and the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, (ii) on an arm's length basis, (iii) on normal commercial terms and terms which are no less favourable than (a) those available to the Group from independent third parties and (b) those offered by the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, to independent third parties for similar or comparable deposits and (iv) in compliance with, amongst other things, the Listing Rules and applicable laws.

Each of the BOC Deposit Framework Agreement and the BOCHK Deposit Framework Agreement expires on 31 December 2024 and is automatically renewable for successive periods of three years thereafter, subject to compliance with the then applicable provisions of the Listing Rules, unless terminated earlier by not less than six months' prior written notice or otherwise in accordance with the terms of the BOC Deposit Framework Agreement or the BOCHK Deposit Framework Agreement, as the case may be.

B. SECURED LOANS AND OTHER BANKING SERVICES

1. Secured loans and other banking services from the BOC Group (other than the BOCHK Holdings Group)

The Group did not enter into any secured loans with the BOC Group (other than the BOCHK Holdings Group) during the year ended 31 December 2023 and no secured loans with BOC Group (other than the BOCHK Holdings Group) were outstanding as at 31 December 2023.

The BOC Group (other than the BOCHK Holdings Group) may in the future provide services as facility agent, arranger and/or security trustee in respect of any credit facilities provided by the BOC Group (including the BOCHK Holdings Group) to the Group (the **Other Banking Services**).

The Company entered into a framework agreement with BOC (the **BOC Loan Framework Agreement**) on 12 May 2016 to govern all existing and future secured loans from the BOC Group (other than the BOCHK Holdings Group) and the provision of the Other Banking Services with effect from the Listing Date.

The aggregate of the outstanding principal amount of the secured loans from the BOC Group (other than the BOCHK Holdings Group) and the fees paid for the provision of the Other Banking Services by the BOC Group (other than the BOCHK Holdings Group) for the year ended 31 December 2023 was US\$300,000 and it had not exceeded the cap of US\$500 million for the year ended 31 December 2023.

DIRECTORS' STATEMENT

2. Secured loans and other banking services from the BOCHK Holdings Group

The Group did not enter into any secured loans with BOCHK during the year ended 31 December 2023 and no secured loans with BOCHK were outstanding as at 31 December 2023.

BOCHK had provided services as arranger in respect of unsecured loans provided by BOCHK to the Group (the **Other Banking Services**).

The Company entered into a framework agreement with BOCHK Holdings (the **BOCHK Loan Framework Agreement**) on 12 May 2016 to govern all existing and future secured loans from the BOCHK Holdings Group and the provision of the Other Banking Services with effect from the Listing Date.

The aggregate of the outstanding principal amount of the secured loans from the BOCHK Holdings Group and the fees paid for the provision of the Other Banking Services by the BOCHK Holdings Group for the year ended 31 December 2023 was US\$536,250 and it had not exceeded the cap of US\$500 million for the year ended 31 December 2023.

OTHER TERMS

The BOC Loan Framework Agreement and the BOCHK Loan Framework Agreement provide that all loans from the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, for which security over the assets of the Group is provided must be (i) in the ordinary and usual course of business of the Group and the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, (ii) on an arm's length basis, (iii) on normal commercial terms and terms which are no less favourable than (a) those available to the Group from independent third parties and (b) those offered to independent third parties by the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, for similar or comparable loans and (iv) in compliance with, amongst other things, the Listing Rules and applicable laws.

The BOC Loan Framework Agreement and the BOCHK Loan Framework Agreement provide that the relevant Other Banking Services provided must be (i) in the ordinary and usual course of business of the Group and the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, (ii) on an arm's length basis, (iii) on normal commercial terms and terms which are no less favourable than (a) those available to the Group from independent third parties and (b) those charged by the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, to independent third parties for similar or comparable services and (iv) in compliance with, amongst other things, the Listing Rules and applicable laws.

DIRECTORS' STATEMENT

The BOC Loan Framework Agreement and the BOCHK Loan Framework Agreement also provide that all existing and future secured loan agreements (including in relation to the relevant Other Banking Services) which may from time to time be entered into between members of the Group and members of the BOC Group (other than the BOCHK Holdings Group) or the BOCHK Holdings Group, as the case may be, may be for a term of up to 10 years. The Company considers that it is normal business practice for aircraft financing agreements to be for a term of 10 years and the Company's secured loans obtained from other third party financial institutions are typically for a term of seven to 12 years.

Each of the BOC Loan Framework Agreement and the BOCHK Loan Framework Agreement expires on 31 December 2025 and is automatically renewable for successive periods of ten years thereafter, subject to compliance with the then applicable provisions of the Listing Rules, unless terminated earlier by not less than six months' prior written notice or otherwise in accordance with the terms of the BOC Loan Framework Agreement or the BOCHK Loan Framework Agreement, as the case may be.

C. LISTING RULE IMPLICATIONS

BOC is a connected person of the Company by virtue of being a controlling shareholder of the Company. As BOCHK Holdings is a subsidiary of BOC, BOCHK Holdings is also a connected person of the Company by virtue of being an associate of the Company's connected person. Accordingly, transactions under the BOC Deposit Framework Agreement, BOCHK Deposit Framework Agreement, BOC Loan Framework Agreement and BOCHK Loan Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

D. ANNUAL REVIEW

Pursuant to Rule 14A.55 of the Listing Rules, the continuing connected transactions set out above have been reviewed by the Independent Non-Executive Directors, who confirmed that the continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

In accordance with Rules 14A.56 and 14A.71(6) (b) of the Listing Rules, the Board engaged the auditor of the Company to report on the Company's continuing connected transactions. The auditor has issued its unqualified letter containing its findings and conclusions in respect of the above continuing connected transactions and confirmed that nothing has come to their attention that cause them to believe that the continuing connected transactions:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group as stated in this annual report;

DIRECTORS' STATEMENT

- (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the continuing connected transactions; and
- (iv) have exceeded their respective annual caps for the financial year ended 31 December 2023 set out in the prospectus or previous announcements of the Company.

The Company has complied with the requirements of Chapter 14A of the Listing Rules in relation to the connected transactions and continuing connected transactions to which any Group member was a party during the year ended 31 December 2023. Details of the related party transactions entered into by the members of the Group for the year ended 31 December 2023 and whether such related party transactions are connected transactions under the Listing Rules are set out below.

E. RELATED PARTY TRANSACTIONS

Note 17 and 18 to the financial statements disclosed the short-term deposits and cash and bank balances of the Group. Such bank balances included the Group's bank deposits with the BOC Group (other than the BOCHK Holdings Group) and the BOCHK Holdings Group pursuant to the deposit framework agreement with BOC, which constituted non-exempt continuing connected transactions of the Company under the Listing Rules.

Note 22 to the financial statements disclosed the loans and borrowings of the Group. Such loans and borrowings included (a) unsecured loans from the BOC Group (other than the BOCHK Holdings Group) and the BOCHK Holdings Group in the aggregate amount of US\$1.695 billion and (b) US\$3.5 billion in unutilised committed revolving credit facilities from the BOC Group (other than the BOCHK Holdings Group), all of which constituted fully exempt continuing connected transactions of the Company pursuant to Listing Rule 14A.90.

Note 36 to the financial statements disclosed certain significant transactions of the Group with related parties in the normal course of business and on commercial terms, other than those that were disclosed in other notes to the financial statements. In relation to the interest expense payable to the intermediate holding company and other related parties in 2023, (a) a de minimis amount related to office lease liabilities owing to the BOC Group (other than the BOCHK Holdings Group) and (b) an aggregate amount of US\$107.16 million related to interest expenses payable on unsecured loans due to the BOC Group (other than the BOCHK Holdings Group) and the BOCHK Holdings Group, all of which constituted fully exempt continuing connected transactions of the Company pursuant to Listing Rules 14A.76 and 14A.90 respectively. The Directors' remuneration paid by the Company in 2023 and payable as at 31 December 2023 constituted fully exempt continuing connected transactions of the Company pursuant to Listing Rule 14A.95.

DIRECTORS' STATEMENT

DEBENTURES ISSUED

In 2023, the Company issued (or in the case of bonds issued by its subsidiary, guaranteed) the following debentures to raise funds to fund capital expenditure and our general corporate expenses:

Class	Issuing entity	Amount issued/ guaranteed	Term
Senior Unsecured Notes	BOC Aviation (USA) Corporation	US\$500,000,000	10 years
Senior Unsecured Notes	BOC Aviation Limited	US\$500,000,000	5 years
Senior Unsecured Notes	BOC Aviation (USA) Corporation	US\$650,000,000	5 years

Please refer to Note 22 to the financial statements for details of debentures.

REVIEW BY THE AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and policies adopted by the Company and discussed auditing, internal controls and financial reporting matters. The Audit Committee has also reviewed the audited financial statements of the Group for the year ended 31 December 2023.

AUDITOR

PricewaterhouseCoopers LLP has expressed its willingness to accept re-appointment as the Company's auditor and a resolution for their re-appointment will be proposed for approval at the forthcoming AGM.

On behalf of the Board

BOC Aviation Limited

ZHANG Xiaolu

*Vice Chairman and
Non-executive Director*

Steven TOWNEND

Executive Director

Singapore, 19 April 2024

FIVE YEAR FINANCIAL SUMMARY

The financial highlights of the Group for the financial years 2019 to 2023 are summarised below:

	2023	2022	2021	2020	2019
	US\$m	US\$m	US\$m	US\$m	US\$m
Statement of Profit or Loss					
Revenues and other income	2,461 ¹	2,307	2,183	2,054	1,976
Costs and expenses	(1,601)	(2,278) ²	(1,545)	(1,491)	(1,201)
Profit before income tax	861	29	639	563	775
Net profit after income tax	764	20	561	510	702
Earnings per share (US\$) ³	1.10	0.03	0.81	0.73	1.01
Statement of Financial Position					
Cash and short-term deposits	392	397	486	408	287
Total current assets	831	845	673	656	739
Total non-current assets	23,338	21,226	23,207	22,913	19,025
Total assets	24,170	22,071	23,879	23,568	19,764
Total current liabilities	3,402	2,719	2,206	2,157	2,141
Total non-current liabilities	15,019	14,150	16,408	16,634	13,043
Total liabilities	18,421	16,869	18,613	18,792	15,184
Net assets	5,748	5,202	5,266	4,777	4,581
Financial Ratios					
Net assets per share (US\$)	8.28	7.50	7.59	6.88	6.60
Gross debt to equity (times)	2.9	2.9	3.2	3.5	2.9
Net debt to equity (times)	2.8	2.8	3.1	3.4	2.9

¹ Includes the insurance recovery in respect of aircraft in Russia of US\$258 million in FY2023.

² Includes the impairment of aircraft in Russia in FY2022.

³ Earnings per share is calculated by dividing net profit after tax by total number of shares outstanding at 31 December of the relevant year. Number of shares outstanding at 31 December 2019 to 31 December 2023 was 694,010,334.

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BOC AVIATION
ESG REPORT 2023



LEADERSHIP MESSAGE

BOC Aviation is a world-class aircraft operating lessor headquartered in Singapore and listed on the Hong Kong Stock Exchange (HKEX code: 2588).

The Company celebrated its 30th anniversary in 2023. As we embark on a new decade of growth, we remain committed to minimising our impact on the climate, creating a working environment in which our employees thrive, making a direct and positive impact on our communities and achieving a leadership position in corporate governance.

On the environmental front, we are supporting the airline industry in reducing its global carbon emissions with a more fuel-efficient fleet by supplying, and financing the transition to, the latest generation of aircraft. The proportion of latest technology aircraft in our owned fleet ended 2023 at 77%, already surpassing the target of 75% we set for ourselves for the end of 2025. We maintain an orderbook of 100% latest technology aircraft. To offset our own direct emissions in 2023, we continued to select high quality carbon credit projects and remain 100% carbon neutral for direct emissions through these offset purchases.

Good corporate governance is a strength of BOC Aviation and is a crucial element of our approach to ESG. The Board and our Board Committees set the tone and work closely with our management team ensuring effective execution. We continued to refresh the Board with new directors to enable the Company to continue creating sustainable long-term value for our stakeholders and meeting our governance commitments.

We commit to being an inclusive and equal opportunity employer. In 2023, the Company achieved a new employee training record, adding almost 500 more training hours than in 2022, alongside our continued emphasis on coaching and mentoring that helps employees achieve their potential. We are proud that our employees had on average three days of training during the year, a commitment we set for ourselves for the year. In a 2023 survey regarding the effectiveness of the Company's ESG report, investors indicated that they value our commitment to being an equal opportunity employer and our efforts to build a safe and healthy workplace.

In 2023, we welcomed Mr. Thomas Chandler, our Chief Operating Officer, as the Chairman of the management level ESG Committee. Mr. Chandler succeeds Mr. David Walton who retired in June 2023. Additionally, we expanded the ESG Committee to include the Head of Market Research who supports the committee activities with research regarding the drivers for reducing aviation industry carbon emissions, a growing area of interest for investors.

Our commitment in these areas has been recognised and earned us an 'A' rating by MSCI ESG rating in 2023. The Board, and management, remain committed to achieving our targets and in 2024, we will continue in our efforts to lead the aviation leasing industry in ESG performance.

We thank our stakeholders for your support and welcome feedback on our strategy and initiatives.

The Board of BOC Aviation

OUR ENVIRONMENTAL, SOCIAL AND GOVERNANCE APPROACH

STATEMENT FROM THE BOARD

The Board has overall responsibility for evaluating and determining the Company's ESG strategy, identifying and addressing ESG risks, and ensuring that appropriate and effective ESG initiatives, risk management and internal control systems are in place. At the Board level, the Risk Committee has oversight of all ESG matters including the process used to evaluate, prioritise and manage material ESG-related issues, targets and tracking progress made against ESG targets and goals.

At the management level, the Company's ESG Committee develops day-to-day ESG initiatives to execute the Company's ESG strategy and ensure compliance with the Listing Rules as they relate to ESG matters.



OUR ENVIRONMENTAL, SOCIAL AND GOVERNANCE APPROACH



ANTONY TYLER
Chairman of the Risk Committee

"BOC Aviation has been progressing its ESG strategy and programme steadily over the last seven years since IPO in 2016. In recognition of its continuous efforts to improve ESG performance, MSCI lifted the Company's ESG rating from 'BBB' to 'A' towards the end of 2023. The Board and our Risk Committee will continue to work closely with the management team and the ESG Committee to deliver on our goals and meet the new reporting requirements."

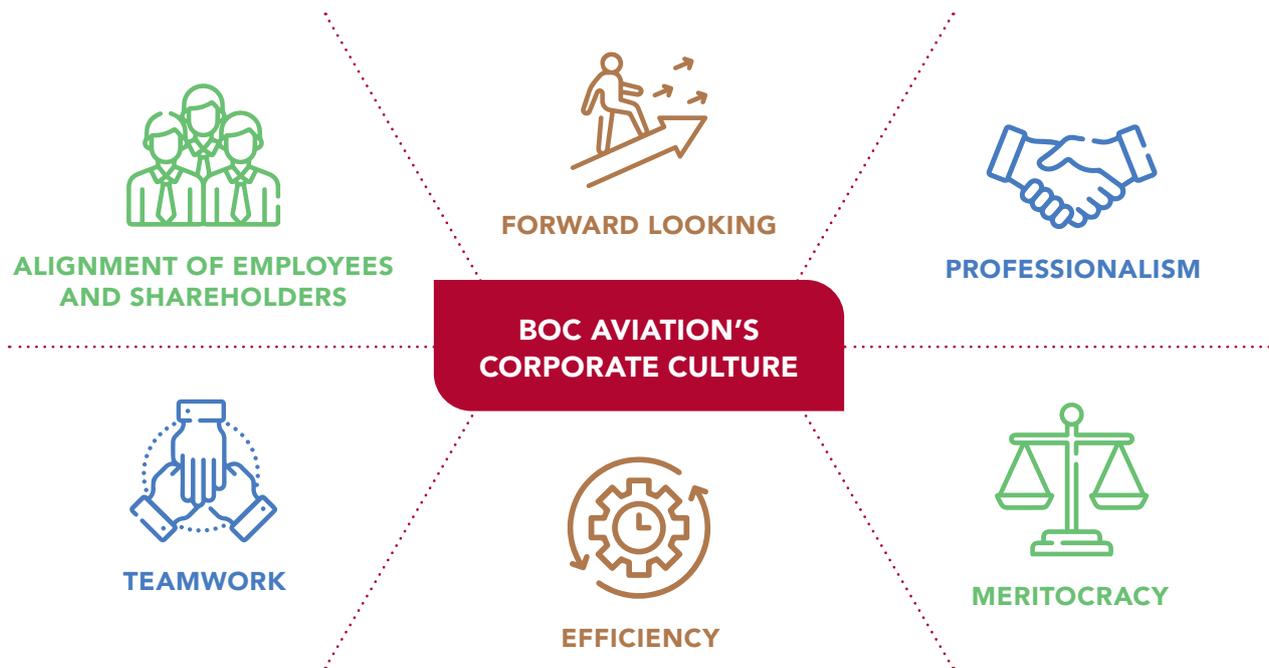
"Having set ourselves new three-year ESG targets at the end of 2022 as part of our Hong Kong Stock Exchange listing requirements, we are on track to meet or exceed these. In 2023, we made several changes to the Company's ESG Committee as a result of updates to the ESG landscape and staff changes. The work of the committee is to identify and develop the methodologies that contribute to the progress towards our goals, communicate to employees and other stakeholders regularly on our achievements and ensure compliance with reporting and other requirements."



THOMAS CHANDLER
Chairman of the ESG Committee

OUR ENVIRONMENTAL, SOCIAL AND GOVERNANCE APPROACH

CORPORATE CULTURE



FORWARD LOOKING

- BOC Aviation understands that to advance, it has to be forward looking, adapting and innovating to be successful.
- We take an active role in succession planning and in managing our talent pipeline with the goal to develop individuals to take on bigger roles as they advance in their careers.

PROFESSIONALISM

- BOC Aviation strives to be a world-class global aircraft operating lessor with a portfolio of young, fuel-efficient aircraft leased to a diversified customer base worldwide. In the quest for high quality sustainable growth as part of a major global banking group, high standards of performance and behaviour are expected at all times.
- We are committed to high standards of fairness, truthfulness, and integrity in our relationships with our stakeholders. We believe such standards contribute not only to the credibility and stability of BOC Aviation but also to ensure efficiency of business transactions.
- Exhibiting professionalism at corporate and individual levels ensures that the Company's and BOC Group's good reputation is upheld. Shareholders, customers, suppliers and other third parties will know that they are working with an ethical and honest organisation. Within the Company, there is an environment of integrity with mutual respect and trust among employees.

OUR ENVIRONMENTAL, SOCIAL AND GOVERNANCE APPROACH



MERITOCRACY

- BOC Aviation works on the principle of meritocracy. The Company does not practise discrimination or favouritism. It is committed to providing equal employment opportunities to all individuals without regard to race, colour, religion, gender, national origin, age, disability, marital status, or sexual orientation.
- All employees are empowered to perform their duties and take responsibility for their actions; promotions and compensation are based on the quality of work delivered.

EFFICIENCY

- BOC Aviation operates in a dynamic industry. To be competitive, the Company has to work accurately, quickly and efficiently. This is complemented by an organisation structure that is lean with minimal bureaucracy; open communication channels and quick decision making.

TEAMWORK

- Employees are the foundation of a company. All employees have a role in contributing to the success of the Company. By cooperating and working together in the best interests of the Company, the strengths of each individual are harnessed.
- By working as a team in a fun, exciting and fast-paced environment, every individual will feel a sense of belonging and be committed and motivated.



ABOUT BOC AVIATION



A **TOP 5**
aircraft operating lessor globally



Listed on
HKEx



**STRONG CORPORATE
GOVERNANCE** and
RISK AWARENESS



'A-' credit
ratings
from Fitch Ratings and
S&P Global Ratings



198 employees across
five offices globally



77% of owned
fleet
is latest technology aircraft



100% of
orderbook
is latest technology aircraft



DEVELOPING and
**RETAINING
TALENT** is a priority



'A' rating by
MSCI ESG Ratings



MEDIUM RISK
rating by Sustainalytics

2023 ESG HIGHLIGHTS



ENVIRONMENT

100%

Carbon neutral for direct emissions

100%

Latest technology aircraft in the orderbook

77%

Latest technology aircraft in the owned fleet

4.6 YEARS

Average aircraft age

At least **3** Corporate Social Responsibility (CSR) activities were related to cleaning the environment

Supported **2** High quality carbon offset projects



SOCIAL

20

Nationalities across five offices

More than **1,100**

Volunteer hours in local communities

More than **4,700**

Training hours

50%

Female representation in our workforce

18

CSR events organised

Average of **3 DAYS**

of training per employee



GOVERNANCE

3

Female Board Directors

3

Nationalities on the Board

4

Independent Board Directors

26%

Females in the management team

Nil

Regulatory breaches

100%

Completed compliance training

COMMITMENT TO THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

BOC Aviation is committed to supporting the United Nations (**UN**) Sustainable Development Goals (**SDG**), which provides a shared blueprint for peace and prosperity for people and the planet, now and into the future.

The UNSDGs, introduced in 2015, continue to play a part in the Company's ESG strategy as we contribute to ending poverty, protect the planet and improve lives and prospects by the target date of 2030.

We have selected five SDGs to align our strategies and initiatives with.



END POVERTY IN ALL ITS FORMS EVERYWHERE

OUR INITIATIVES:

- We volunteer at charities that focus on providing food for those in need — Food from the Heart in Singapore and West Side Campaign Against Hunger.
- The carbon offset projects we have selected, the Katingan peatland project in Indonesia and Zhangye improved grassland management project in China, both offer the communities a way to change their economic situations. The Katingan peatland project offers 32 communities jobs through partnerships related to the project. The Zhangye project provides more than 11,000 local herders with skills and job opportunities.



ENSURE HEALTHY LIVES AND PROMOTE WELL-BEING FOR ALL AT ALL AGES

OUR INITIATIVES:

- We are committed to providing a safe and healthy workplace for our employees.
- Comprehensive policies and procedures surrounding employees' health and safety have been established and have been communicated to all our employees.
- In 2023, we organised a flu vaccination drive and arranged for health awareness seminars for employees.

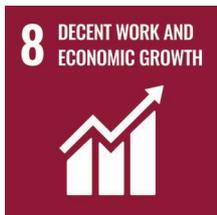
COMMITMENT TO THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS



ACHIEVE GENDER EQUALITY AND EMPOWER ALL WOMEN AND GIRLS

OUR INITIATIVES:

- Women accounted for 26% of the management team and 50% of our total workforce as at 31 December 2023.
- Women received 52% of total training hours in 2023.
- We have three female Board Directors out of 11 as at 31 December 2023.



PROMOTE SUSTAINED, INCLUSIVE AND SUSTAINABLE ECONOMIC GROWTH, FULL AND PRODUCTIVE EMPLOYMENT AND DECENT WORK FOR ALL

OUR INITIATIVES:

- In 2023, we recorded an average of three days of training per employee.
- We provided bond-free sponsorship for employees to advance their education.
- We offer competitive remuneration and benefits.



TAKE URGENT ACTION TO COMBAT CLIMATE CHANGE AND ITS IMPACTS

OUR INITIATIVES:

- In 2023, we were 100% carbon neutral for our direct emissions through carbon offset purchases.
- All of the aircraft purchased and delivered in 2023 were latest technology aircraft. 100% of our orderbook comprises latest technology aircraft that are at least 20% more fuel-efficient than the previous generation aircraft.
- The Company's CSR activities involved the cleaning of waterways and streets.

OUR ESG ROADMAP

2016–2019

In 2016, we introduced the Company's first Environmental, Social and Governance section in our Annual Report.

2020–2022

Our first targets were introduced in 2020 and served to measure the Company's ESG efforts over a period of three years. We worked steadily towards these targets and they have now been achieved.

During this period, we commenced purchasing carbon credits to offset our direct emissions, while incorporating UNSDGs into our ESG strategies.

2023 and beyond

In April 2023, the Hong Kong Exchanges and Clearing Limited (**HKEx**) published a consultation paper proposing to require all issuers to make climate-related disclosures in their ESG reports to aligned with the International Sustainability Standards Board (**ISSB**) Climate Standard.

Similarly in Singapore, where BOC Aviation is headquartered, the Accounting and Corporate Regulatory Authority (**ACRA**) and Singapore Exchange Regulation have launched a public consultation on the recommendations by the Sustainability Reporting Advisory Committee to advance climate reporting in Singapore.

BOC Aviation participated in both consultations and will be working this year in readiness for the resulting new reporting requirements.

TARGETS FOR 2023–2025

BOC Aviation refreshed its targets in its 2022 ESG report, having met the initial targets introduced in 2020. Our new set of targets are to be achieved by end of 2025. These targets are set in compliance with the Hong Kong Stock Exchange's Environmental Key Performance Indicators. Our targets continue to use 2019 as a baseline, as the following years saw global shifts in travelling and working, as a consequence of the pandemic, which would otherwise might distort data comparison.

ENVIRONMENT

To reduce CO ₂ emissions per average headcount (tonnes) by 20% by 2025, from 2019's level	● Achieved a 35% reduction in CO ₂ emissions per average headcount (tonnes) in 2023, when compared against 2019's level
To reduce paper used per average headcount (kilograms) by 65% by 2025, from 2019's level	● Paper consumption is currently 57% lower than 2019's levels. We continue to work towards our target to reduce 65% by 2025
To reduce electricity use per average headcount (kWh) by 55% by 2025, from 2019's level	● Achieved a 58% reduction in electricity use per average headcount (kWh) in 2023, when compared against 2019's level
Being 100% carbon neutral for direct CO ₂ emissions by offset	● Continued being 100% carbon neutral for direct CO ₂ emissions through the purchase of carbon credits from the Katingan Restoration and Conservation Project Indonesia and the Zhangye Improved Grassland Management Project in China
At least 75% of latest technology aircraft in the owned fleet by end 2025	● Achieved 77% latest technology aircraft in the owned fleet
To maintain an orderbook of 100% latest technology aircraft by end 2025	● Maintained an orderbook of 100% latest technology aircraft

SOCIAL

To have at least three training days on average, per employee annually	● In 2023, on average, employees achieved three training days
At least 45% female representation in the workforce	● 50% female representation in the workforce

GOVERNANCE

At least two female Directors on the Board	● There are three female Directors on the Board
At least 25% female members in management team	● 26% female members in the management team

■ meet target ■ below target

STAKEHOLDER ENGAGEMENT

Ongoing stakeholder engagement to drive ESG efforts continues to be a hallmark of 2023.

STAKEHOLDER	PLATFORMS	2023 ACHIEVEMENTS
Investors	<ul style="list-style-type: none"> • Semi-annual results conference calls and roadshows • Annual General Meeting • Investor conferences • Analyst briefings • ESG issues actively discussed with investors • Day-to-day investor communication 	<ul style="list-style-type: none"> • Held AGM on 30 May 2023 • Participated in more than 500 investor and analyst calls and meetings including two results calls and one analyst briefing • Hosted BOC Aviation Investor Day in Hong Kong • Participated in 14 investor conferences attended by equity, fixed income and ABS investors and analysts • Investor base survey, including top 55 equity and fixed income investors/bankers for feedback on ESG • Meetings and calls with ESG investors and analysts
Customers	<ul style="list-style-type: none"> • Latest technology aircraft leased to global airline customer base 	<ul style="list-style-type: none"> • Largest ever number of transactions since inception, which included 142 lease commitments • Sold 20 owned aircraft and one owned engine • Customer base of 91 airlines in 45 countries and regions
OEMs & supply chain	<ul style="list-style-type: none"> • Procurement and Technical departments are responsible for manufacturer and supplier relationship management • Develop understanding of the ESG practices of the supply chain 	<ul style="list-style-type: none"> • Committed to purchase 95 latest technology aircraft • Took delivery of 65 aircraft – the most since 2017 • Conducted a survey of top suppliers on their ESG practices and gave targeted feedback • ESG principles are now part of vendor scorecards

STAKEHOLDER ENGAGEMENT

STAKEHOLDER	PLATFORMS	2023 ACHIEVEMENTS
Board of Directors	<ul style="list-style-type: none"> • Comprehensive monthly report from management to the Board • Quarterly Board meetings 	<ul style="list-style-type: none"> • Held four Board meetings and 13 Board Committee meetings • All Directors trained on anti-corruption, ESG and updates to the Corporate Governance Code of the Listing Rules • Annual Board evaluation conducted by the Nomination Committee
Regulatory authorities	<ul style="list-style-type: none"> • Procedures for compliance with relevant rules and regulations, and for staying up to date with regulatory developments 	<ul style="list-style-type: none"> • No material breach of the Listing Rules and other corporate regulatory requirements applicable to the Group • Dedicated team managing all corporate regulatory updates applicable to the Group
Banks	<ul style="list-style-type: none"> • Strong lending group of more than 50 financial institutions 	<ul style="list-style-type: none"> • More than 500 meetings and calls with bankers • ESG issues actively discussed with bankers and investors including green/sustainability-linked financing options
Credit rating agencies	<ul style="list-style-type: none"> • Investment grade credit ratings 	<ul style="list-style-type: none"> • 17 meetings and calls with the rating agencies • Industry leading credit ratings reaffirmed (A- with Stable outlook by both Fitch Ratings and S&P Global Ratings) • Ongoing dialogue about ESG criteria and qualitative factors for credit ratings reports

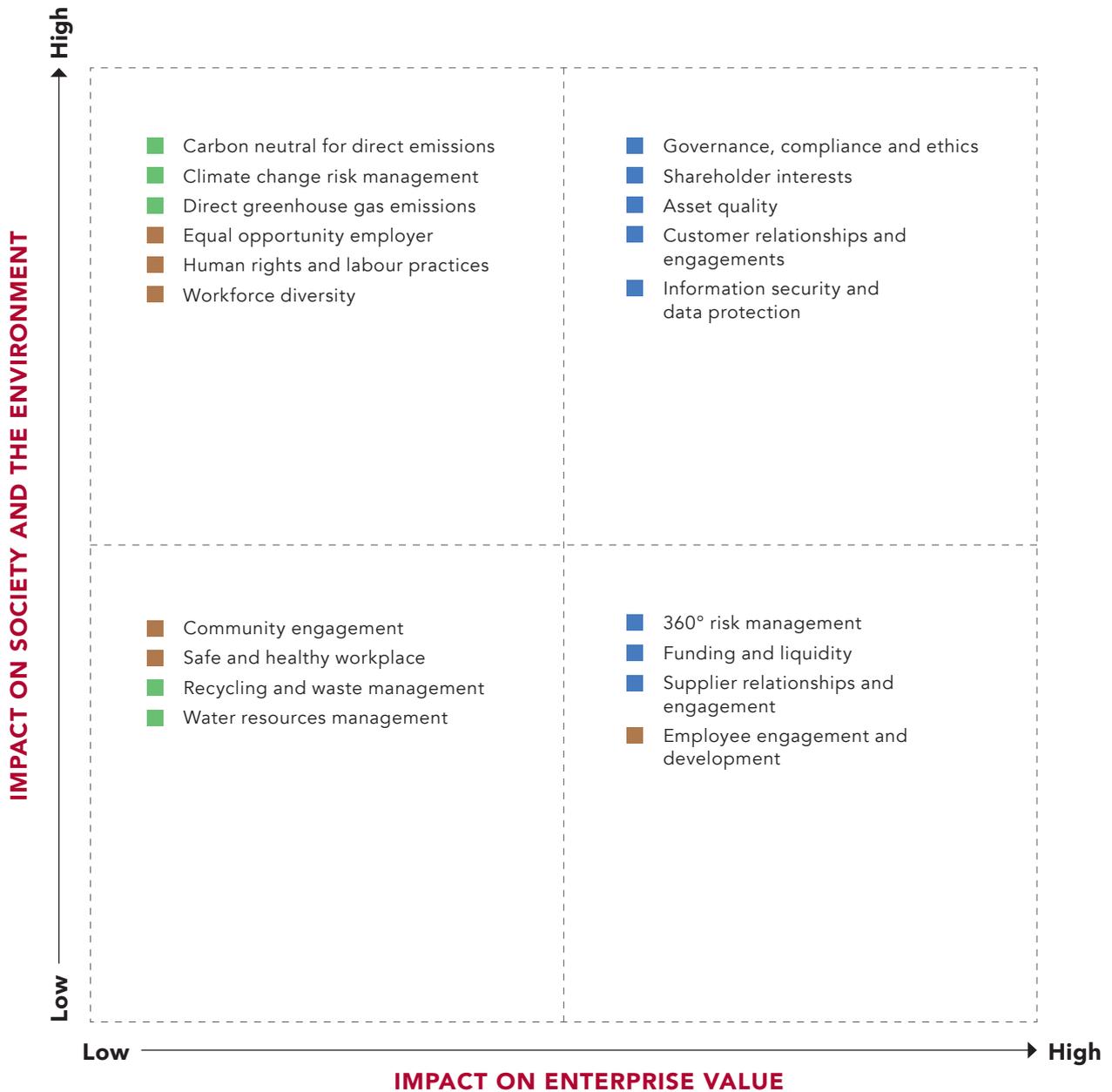
STAKEHOLDER ENGAGEMENT

STAKEHOLDER	PLATFORMS	2023 ACHIEVEMENTS
Media	<ul style="list-style-type: none"> Day-to-day media communication 	<ul style="list-style-type: none"> More than 110 contacts with the media
Community	<ul style="list-style-type: none"> Positive influence on our communities 	<ul style="list-style-type: none"> Supported Airlink, Food From The Heart and Orbis, among other charities
Employees	<ul style="list-style-type: none"> Regular business updates to employees throughout the year Training and development Focus on employee health and safety 	<ul style="list-style-type: none"> Two employee surveys to gather employees' feedback Six phishing simulation exercises conducted More than 4,700 hours of training, with each employee having an average of three days of training annually 100% of employees completed compliance and cyber security training that covered anticorruption, anti-bribery and anti-money laundering Coaching Connect initiative continued to encourage employees to take ownership of their professional growth and development

MATERIALITY ASSESSMENT

In 2023, BOC Aviation conducted surveys of our major stakeholders to identify material ESG issues, as set out below. The results will be instrumental in developing future ESG strategies for the Company.

MATERIALITY MATRIX



■ Environmental
 ■ Social
 ■ Governance

MATERIALITY ASSESSMENT

MATERIAL ISSUES	STAKEHOLDERS	OUR APPROACH
Governance	Shareholders, government and regulators	<ul style="list-style-type: none"> The Board has established and has oversight of audit, remuneration, nomination, risk and strategy and budget committees Corporate Governance Manual is maintained and updated regularly to keep the Directors and employees abreast of the key provisions and development of the Listing Rules and other applicable relevant corporate governance regulations Committed to a gender-diversified board with at least two female Directors and 25% females in the management team
Compliance	Employees, government and regulators	<ul style="list-style-type: none"> Clear policies, procedures and guidelines on compliance, international trade sanctions, anti-bribery, fraud risk, corruption, anti-money laundering, anti-trust, whistleblowing which are available for access on the Company's intranet Annual training for all employees on all compliance related matters including anti-money laundering, anti-corruption and anti-bribery completed by all employees
Ethics	Regulators, auditors and employees	<ul style="list-style-type: none"> Code of professional conduct sets important guidelines for all employees to understand and accept the rules regarding transparent, ethical and professional behaviour Annual undertakings by all employees declaring any conflict of interest with the Company's business

MATERIALITY ASSESSMENT

MATERIAL ISSUES	STAKEHOLDERS	OUR APPROACH
Shareholder interests	Shareholders	<ul style="list-style-type: none"> • Single share class with equal voting rights • Investor Relations department to address Shareholders' questions and concerns • Annual general meetings of the Shareholders
Asset quality	Shareholders, banks and rating agencies	<ul style="list-style-type: none"> • Young fleet, with proportion of latest technology aircraft in own fleet at 77%, and an orderbook of 100% latest technology aircraft • Conservative depreciation policies • Active secondary market trading of aircraft to manage asset risk • Careful consideration of how evolving ESG factors affect residual value risks of our fleet
Customer relationships and engagement	Customers	<ul style="list-style-type: none"> • Highly experienced airline leasing and sales team focused on customer relationships • Communication of our values and ethics through customer interaction

MATERIALITY ASSESSMENT

MATERIAL ISSUES	STAKEHOLDERS	OUR APPROACH
Information security and data protection	Employees, customers, OEMs and government	<ul style="list-style-type: none"> • Proactively identify data risk areas and mitigate data risks through periodic review of Company's operations • Standardised rules of business processes, systems and infrastructure that are subject to regular audits • Independent Security Operations Centre provides round-the-clock monitoring, alerting and responding to cyber security issues • Established a Cybersecurity Incident Response Plan and Incident Handling Team • Phishing simulation exercises conducted within the Company, which aimed to increase employee awareness on the actions to be taken in the event they receive a phishing email • Duty of care to protect personal data adhering to the Personal Data Protection Act in Singapore, General Data Protection Regulation in the European Union, Personal Information Protection Law in China and any other relevant personal data protection legislation in jurisdictions where our employees and our operations are based

MATERIALITY ASSESSMENT

MATERIAL ISSUES	STAKEHOLDERS	OUR APPROACH
Carbon neutral for direct emissions	Employees and Shareholders	<ul style="list-style-type: none"> We maintain a low carbon footprint, which we actively work to reduce Committed to being 100% carbon neutral for the Company's direct carbon emissions going forward
Climate change risk management	Customers, OEMs and suppliers, Shareholders and rating agencies	<ul style="list-style-type: none"> Work with OEMs and our customers to deliver latest technology, fuel-efficient aircraft that reduce CO₂ and other greenhouse gas emissions Reduce exposure to older technology aircraft. 77% of our owned fleet are latest technology aircraft, which is above our target of 75% by end 2025 100% of our orderbook comprises latest technology aircraft
Direct greenhouse gas (GHG) emissions	Employees, Shareholders, bankers and rating agencies	<ul style="list-style-type: none"> Target to reduce direct GHG emissions by 20% per employee on average by end-2025, from 2019 baseline In 2023, we achieved a 35% reduction in our CO₂ emissions per average headcount (tonnes), when compared against 2019's level Headquarter office premises located in a BCA Green Mark Platinum* building
Equal opportunity employer	Employees and government	<ul style="list-style-type: none"> Committed to providing equal employment opportunities to all individuals without regard to race, colour, religion, gender, nationality, age, disability, marital status, or sexual orientation

* The BCA Green Mark Platinum is awarded to exemplary green projects that effectively demonstrate at least 30% energy savings based on energy efficiency measures and incorporate environmentally sustainable building practices and innovative green features.

MATERIALITY ASSESSMENT

MATERIAL ISSUES	STAKEHOLDERS	OUR APPROACH
Human rights and labour practices	Employees and OEMs and suppliers	<ul style="list-style-type: none"> Committed to 17 UN goals, in particular goal 8 relating to decent work and sustainable economic growth Surveyed our top 50 suppliers regarding their ESG practices, including forced and/or child labour. All suppliers surveyed achieved a satisfactory score
Workforce diversity	Employees and government	<ul style="list-style-type: none"> 198 employees of 20 nationalities across five offices globally Diverse workforce with an equal balance of male and female employees Committed to at least 45% female representation in the workforce Global talent pool with opportunities to leverage a cross-cultural and multi-jurisdictional working environment
360° risk management	Regulators, governments, customers, OEMs and suppliers, Shareholders, banks and rating agencies	<ul style="list-style-type: none"> A 360° risk focus on assets and liabilities Three lines of defence in all areas, being the management team, the Risk Management and Internal Audit departments Risk Committee works under direct supervision of the Board Robust credit rating system monitoring risk exposure to all customers, suppliers, financial counterparties and service providers Regular detailed credit and risk assessment of all customers KYC is conducted on all material counterparties to identify potential risks

MATERIALITY ASSESSMENT

MATERIAL ISSUES	STAKEHOLDERS	OUR APPROACH
Funding and liquidity	Shareholders, banks, customers, OEMs and suppliers, rating agencies	<ul style="list-style-type: none"> • Strong banking group of over 50 lenders • Diverse sources of funding to invest in latest technology aircraft for leasing to airlines • More than US\$5 billion of liquidity
Supplier relationships and engagement	OEMs and suppliers	<ul style="list-style-type: none"> • Highly experienced Procurement and Technical departments • Annual survey of top suppliers on their ESG practices to develop understanding of their ESG practices • ESG is included in the scorecard for assessing vendors
Employee engagement and development	Employees	<ul style="list-style-type: none"> • Regular communications to update employees on the Company's latest developments and address employee questions • Attract and retain employees through competitive remuneration packages, including our equity incentive plans • Employee training programmes for Professional development, including further education programmes, on-site development, and on-line learning portals • Formal coaching and mentoring • Regular feedback on goals and performance

MATERIALITY ASSESSMENT

MATERIAL ISSUES	STAKEHOLDERS	OUR APPROACH
Community engagement	Employees and government	<ul style="list-style-type: none"> • Support the communities in which we operate, including the Tchoukball Association of Singapore in 2023 • Participate in various trade, business and industry associations to contribute to the growth and governance of the aviation leasing industry • Sponsor seven scholarships for Arab Air Carriers' Organisation member airlines • No political donations • Contribute to the growth, affordability and accessibility of air travel by enabling our airline customers to connect communities globally
Safe and healthy workplace	Employees	<ul style="list-style-type: none"> • Moved into new environmentally friendly and safe office in Singapore in 2022 • Comprehensive policies and procedures establishing employee health and safety parameters and clearly communicated to employees • Identified employees trained in first aid • Comprehensive employee health insurance
Recycling and Waste Management	Employees	<ul style="list-style-type: none"> • Recycling bins in multiple locations in the Singapore office to encourage recycling • Engagement with employees on recycling
Water resources management	Employees	<ul style="list-style-type: none"> • New office infrastructure aimed to conserve water • Conscious mindset to avoid and prevent waste in water resources

CARING FOR
OUR
EMPLOYEES



CARING FOR OUR EMPLOYEES

BUILDING AN INCLUSIVE CULTURE

BOC Aviation is headquartered in Singapore but we recruit from a diverse global talent pool based on various job requirements. Due to the nature of the various openings at our five offices globally – Singapore, Dublin, London, New York and Tianjin — our employee benefits and remuneration are carefully structured to take into considerations the needs of employees based in different geographical locations.

We are an equal opportunity employer. We work on the principle of meritocracy and we do not practise discrimination. The Company is committed to providing equal employment opportunities to all individuals without regard to race, colour, religion, gender, national origin, age, disability, marital status or sexual orientation.

A WORLD CLASS EXPERIENCE

Our human resource strategies aim to keep ahead of the ever-changing business environment. These strategies play a central role in enabling employees to achieve their full potential and to navigate change. We deliver a world-class experience for our team through:

- ✓ Career development and training
- ✓ CEO Circle
- ✓ Coaching Programme
- ✓ Competitive salaries
- ✓ Cross-cultural working environment
- ✓ Employee benefits
- ✓ Graduate Management Associate Programme
- ✓ Insurance coverage
- ✓ Integrated talent strategy
- ✓ Remuneration package
- ✓ Workforce diversity

INTEGRATED TALENT STRATEGY

Our integrated talent strategy serves to develop the capabilities of our existing team and build a strong talent pipeline to strengthen our business

We rely on five key pillars to execute our integrated talent strategy:

Recruiting candidates through merit, competency-based assessments and with the right culture fit

Development of individual career roadmaps that reflect a range of talent needs and experiences

Identifying talent through recognising performance and potential

Retaining talent through continuous engagement and market competitive pay structures

Succession planning through defining mission-critical roles within the Company and talent mapping to these roles

CARING FOR OUR EMPLOYEES



The BOC Aviation GMA class of 2023

In 2023, we recruited three GMAs. They were placed into roles in the Internal Audit, Legal and Transaction Management and Financial Planning and Analysis departments.

GRADUATE MANAGEMENT ASSOCIATE PROGRAMME

A two-year Graduate Management Associate (GMA) Programme was started in 2018. The purpose of the programme is to develop a constant pool of young talent interested in aviation, so they can progress into professionals in the aircraft leasing industry. Since its launch in 2018, we have recruited 20 GMAs. In 2023, we recruited three GMAs.

The GMAs we recruit are rotated across two to four departments during their first two years with the Company. Following which, they will be posted to a permanent position.

In their first two years with the Company, the GMAs are paired with an experienced employee who will coach and oversee their performance, as they go through on-the-job training. The Human Resource department also regularly engage them on their development and preferences.

As they rotate into different departments, they will also be paired with different mentors with different specialisations in the aircraft leasing industry. This arrangement is put in place to accelerate their growth and understanding of the Company, as well as the industry.

CARING FOR OUR EMPLOYEES

PROFESSIONAL DEVELOPMENT AND EDUCATION PROGRAMMES

BOC Aviation is a firm believer in talent development and motivates employees to take charge of their own learning journeys through professional development and education programmes.

Apart from Company training programmes, we provide bond-free sponsorships on a case-by-case basis for employees seeking to advance their education in areas they are currently working in.

Employees pursuing approved courses are provided with the relevant support from the Company.



DENISE YEW
Manager, Corporate Affairs

“Upon transitioning to my new role in the Corporate Affairs team, the Company supported my development by sponsoring the Chartered Governance Qualifying Programme. Throughout the course, my colleagues were supportive, especially during exam leave. This course equipped me with the necessary skills and deepened my understanding of the corporate secretarial roles and responsibilities in order to perform in my new role.”

“Following discussions with my department head and the Human Resource department, I was made aware of funding available to support my personal development. After a smooth application process with HR, I commenced on the Solicitor’s Qualifying Examination from November 2022 to May 2023. In September 2023, I finally received my qualification as a solicitor in England and Wales after countless evening classes and exams. I am very thankful that my colleagues were very supportive, covering my transactions during my exam leave.”



JAMES WRIGHT
Legal Executive, Legal and
Transaction Management

CARING FOR OUR EMPLOYEES

LEADERSHIP

BOC Aviation's management team is globally diverse and highly experienced. They have successfully navigated the Company through multiple industry events and challenges. They are key to the execution of our business strategies, and in particular, leading our active approach to risk management and governance.

Up and coming leaders are provided with mentorship with Senior Management who are highly experienced and have between 26 and 34 years of experience across aviation, banking, leasing and legal industries.

In 2023, five new Heads of Departments were appointed, of which four were promoted into their new roles.

SUCCESSION PLANNING

A key pillar to our business strategy is robust succession planning. This involved cross-training employees to enable them to develop knowledge and skills to take on bigger roles in the future. We take an active role in managing our talent pipeline from the day they join the Company.

Our succession planning can most recently be seen in the appointment of Mr. Steven Townend as Chief Executive Officer and Managing Director with effect from 1 January 2024. He was previously Deputy Managing Director and Chief Financial Officer from October 2020 to December 2023. From 2004 to 2020, he held the role of Chief Commercial Officer. Mr. Townend joined the Company in January 2001 to establish the company's first overseas office and develop the Company's aircraft sales capability.

Mr. Wu Jianguang, joined the Company in November 2022 as Deputy Chief Financial Officer with then 32 years of banking experience. With effect from 1 January 2024, he was appointed as Chief Financial Officer, in place of Mr. Townend who was appointed Chief Executive Officer.

In July 2023, Mr. Thomas Chandler, who joined the Company in January 2023 as Deputy Chief Operating Officer and has more than 25 years of experience in aircraft leasing, financing and procurement, was appointed as Chief Operating Officer. He is also the chairman of the ESG Committee.

These key Senior Management changes during 2023 were the result of robust succession planning.

CARING FOR OUR EMPLOYEES

Apart from Heads of Department, Deputy Heads of Department are appointed to ensure continuity in job efficiencies. The Heads of Department and their Deputies regularly work with the Human Resource department on training needs analysis to meet the needs of their respective employees. This ensures there is effective performance of duties, and serves to help identify high potential candidates in each department's succession planning.

NEWLY APPOINTED HEADS OF DEPARTMENT



ELLIOTT JAMES PARSONS
Head of Market Research



LIM SIN JIN
Head of Airline Leasing & Sales
(Middle East, South Asia
& ASEAN)

"I joined the company in 2012 as a transaction manager in our Legal and Transaction Management department, based in our Singapore headquarters. A year later, I had the opportunity to move into the Airline Leasing and Sales department where I was responsible for our customer relationships throughout the Middle East and Asia Pacific regions. In 2020, I became Deputy Head of the team and subsequently completed executive management training at INSEAD, as well as participating in several rounds of leadership performance coaching before being promoted in 2023 to Head of Department. I now spearhead our revenue generating activities throughout North Asia and Oceania."



MICHAEL-JOHN BURKE
Head of Airline Leasing & Sales
(North Asia & Oceania)

CARING FOR OUR EMPLOYEES

TRAINING AND DEVELOPMENT

BOC Aviation creates career roadmaps for our employees. This is in line with our integrated talent strategy, in which training and development are key priorities.

In 2023, BOC Aviation employees achieved more than 4,700 training hours, which equates on average to three days of training per employee. These figures are 11% higher than in 2022.

The Company aims to sustain this level of training as we move towards our target of at least three training days on average, per employee annually, by 2025.



More than
4,700
Training hours
in 2023

Achieved an average of
THREE DAYS
of training
per employee

We continue to commit resources to developing employees who are not in management roles. The Human Resource department's employee-centric training programme provides an equal opportunity for training between employees of various genders.

We endeavour to deliver quality training programmes to our employees, which are suited to their learning needs and interests.

TRAINING AND DEVELOPMENT HIGHLIGHTS

To support professional development within the aviation industry, we sponsored two employees for the International Society of Transport Aircraft Trading (ISTAT) Professional Development Program

As part of our continuous leadership development, we sponsored an employee for an Executive Program for Prospective CFOs at the Chicago Booth Executive Education

Presentation training was provided to employees to enable them to improve their communication skills, both professionally and on a personal level

To promote and encourage the coaching culture within the Company, we continued the Performance Coaching Workshop. Targeted coaching sessions were provided to current and new managers as well

Industry-specific trainings were conducted to enable employees to deepen their understanding of new aircraft placement and leasing

CARING FOR OUR EMPLOYEES

In 2023, each employee received an average of 24 hours or 3 equivalent days of training.

SUMMARY	2023	2022
Total training hours	4,706	4,227
Average training hours per employee	24.0	22.0
Average training days (8 hours = 1 day)	3.0	2.8

	2023			2022		
	Hours	Days	% of total training hours	Hours	Days	% of total training hours
AVERAGE TRAINING HOURS BY GENDER						
Female	24.6	3.1	52	22.7	2.8	52
Male	22.9	2.9	48	21.3	2.7	48
AVERAGE TRAINING HOURS BY EMPLOYEE CATEGORY						
Management	18.4	2.3	11	18.8	2.4	12
Other employees	23.6	3.1	89	22.5	2.8	88
AVERAGE TRAINING HOURS BY EMPLOYMENT TYPE						
Permanent	23.8	3.0	99	22.1	2.8	99
Temporary	20.3	2.5	1	14.0	1.8	1

CARING FOR OUR EMPLOYEES

CEO CIRCLE

For more than a decade, the CEO Circle has been BOC Aviation's unique talent development platform combining training and coaching. Employees are specially selected from across the Company's five global offices to take on projects under the direct mentorship of the CEO.

In 2023, the CEO Circle discussed the impact of financial crises on the leasing industry, and brainstormed ways to employ artificial intelligence to improve productivity and develop new ways of working. The CEO Circle also had a guest speaker, Head of Treasury, Chan Mui Sin, who gave the members an in-depth understanding of her team's strategies, which enabled the Company to leverage its access to debt capital markets as an integral part of managing cost of funds competitively while keeping funding sources diversified.

"The CEO Circle is a great opportunity for budding leasing professionals to learn directly from the CEO's extensive industry experience. It's also an inclusive platform that brings together employees from across the departments and geographies to collectively participate in thought leadership."

ELLIOT TAN

Assistant Vice President, Aircraft Sales
(Current Chairperson of CEO Circle)

COACHING CULTURE

In 2023, there were 48 employees identified and trained as Leader-Coaches, as part of the Company's coaching programme. They include Senior Management, Heads of Department, Deputy Heads of Department and team leads. These Leader-Coaches attended a two-day in-person workshop. The objectives of the training were to enable these Leader-Coaches to have better awareness of their leadership style, coach them to empower others to deliver at their jobs and to provide timely and constructive feedback as a coach. During the workshop, the Leader-Coaches learned how to navigate difficult conversations, provide constructive feedback and manage talents within their teams. The training was organised so the Leader-Coaches can confidently apply what they have learnt within their teams, and also across the organisation.

Separately, a Coaching Connect initiative was launched in 2022 to encourage employees to take ownership of their professional growth and development by signing up to be paired with a BOC Aviation-trained coach. This year-long programme provides employees with the opportunity to be paired with a coach they might otherwise not have an opportunity to engage or learn from.

Beyond formal coaching programmes, Heads of Department and their Deputies are encouraged to have performance coaching sessions with their direct reports on a quarterly basis. These performance coaching conversations serve to monitor the progress of the employee's individual development roadmap.

CARING FOR OUR EMPLOYEES

EMPLOYEE ENGAGEMENT AND WELL-BEING

Company-wide surveys remain a tool we use to gauge employee well-being and gather feedback on their engagement levels and thoughts on the working environment. In 2023, we conducted two such surveys. Following the surveys, there were several adjustments made to improve employee welfare. They include the adjustment of medical benefits for employees, introduction of staggered working hours, installation of air purifiers in the office and having healthier pantry snacks.

Beyond surveys, the Company takes qualitative approach to gauging employee well-being through interactions with employees at various social events throughout the year.

We take care of our employees' physical health by organising an annual company-wide flu vaccinations for all our employees. In conjunction with Breast Cancer Awareness month in October, we invited the Breast Cancer Foundation to our offices for a talk, which was well received by employees.

ENGAGEMENT HIGHLIGHTS

- ✓ Dinners to celebrate key national holidays
- ✓ Coffee with Senior Management
- ✓ Company Offsite 2023
- ✓ Tchoukball competition
- ✓ Company-wide flu vaccination exercise
- ✓ Various CSR events (please refer to pages 126 and 127)



Top: BOC Aviation colleagues at various events in 2023

CARING FOR OUR EMPLOYEES

BOC AVIATION'S COMPANY OFFSITE 2023

As the group has five offices globally, in Singapore, Dublin, London, New York and Tianjin, the annual offsite is an opportunity to bring all employees together to align business priorities and for employee engagement.

The two-day agenda included presentations by Senior Management, Heads of Department, panel discussions as well as an interactive quiz for all employees. A laser tag team bonding game and dinner and dance event was also organised.

Right: BOC Aviation colleagues gathering for the annual Company offsite



BOC AVIATION'S 30TH ANNIVERSARY DINNER

In 2023, BOC Aviation celebrated its 30th anniversary since being founded as Singapore Aircraft Leasing Enterprise Pte. Ltd. by Singapore Airlines and Boulliuon Aviation Services on 25 November 1993. A dinner was organised to mark the occasion and all employees from our global offices were invited to join.



Top: BOC Aviation employees mingling with business guests at the Company's 30th anniversary celebration dinner

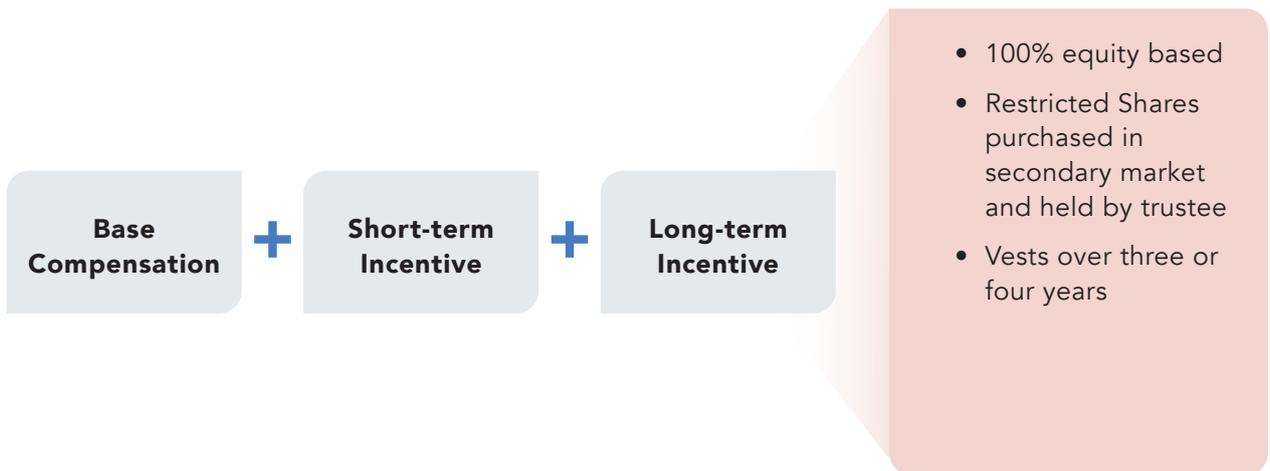
CARING FOR OUR EMPLOYEES

ATTRACTIVE REMUNERATION

Targets are set for all employees at the start of the year, and they are assessed periodically as part of performance management. The results of such assessments are used in their salary reviews, bonus awards and promotion appraisals. The bonus pool is primarily based on the achievement of certain key performance targets at the end of a pre-determined period including:

- Net profit after tax
- Return on equity
- Collection rate
- Cashflow
- Core lease rental contribution
- Returns on new business

The incentive plans include a clawback provision for certain misconduct or accounting irregularities resulting in financial or reputational loss to the Company.



CARING FOR OUR EMPLOYEES

A SAFE AND HEALTHY WORKPLACE

We are committed to continuously improve the health and safety awareness of all our employees and to create a culture where everyone shares responsibility for the safety and well-being of their fellow workers and the community.

We have dedicated resources to implement workplace safety measures as well as to monitor and report incidents. We recognise that having a robust health and safety culture is also the key to building sustainable growth for the Company that will benefit all stakeholders.

Comprehensive policies and procedures surrounding employees' health and safety have been established and have been communicated to all our employees. We comply with government regulations and are aligned with industry best practices on health and safety. We also take appropriate actions to foster long-term employee safety and wellness by providing proper and conducive work conditions for our employees including work ergonomics and required training. Besides having emergency evacuation procedures in place for all our offices which are regularly tested, we also have eight employees who are trained in first aid. We intend to expand the pool of employees who are trained in first aid.

In 2023, the Group complied with all relevant laws and regulations that have a significant impact on the Company relating to (i) compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare; and (ii) providing a safe working environment and protecting employees from occupational hazards.

NO VIOLATIONS

of employment related law or health and safety laws in 2023

NO ACCIDENTS

relating to employee health and work safety in the course of our business operations in 2023

CARING FOR OUR EMPLOYEES

LABOUR STANDARDS

The United Nation’s Sustainable Development Goal (**UNSDG**) 8 on providing Decent Work and Economic Growth is one that BOC Aviation is committed to. The UNSDG 8 aims to eradicate forced labour, end modern slavery and human trafficking and secure the prohibition and elimination of child labour.

Commitment to the goal would mean the protection of labour rights and to promote a safe and secure working environment for all employees.

We have a rigorous hiring process for all employees which is conducted in person to the extent possible. All employees complete and sign the employment application form to verify key personal information. Compliance checks and employment reference checks will be carried out if deemed necessary.

BOC Aviation complies with all applicable employment laws. Employees enter into an employment contract which sets out working hours and the notice period for the termination of employment. The Staff Handbook, which is updated annually and available on the intranet for all employees, sets out in detail the Company's policies and procedures for termination of employment, retirement, working hours and annual and other forms of leave from work.

We have implemented controls to ensure there is no forced and child labour in our Company. In 2023, there was no incident of forced or child labour. If such an incident were to occur, we would terminate the employment of the relevant person.

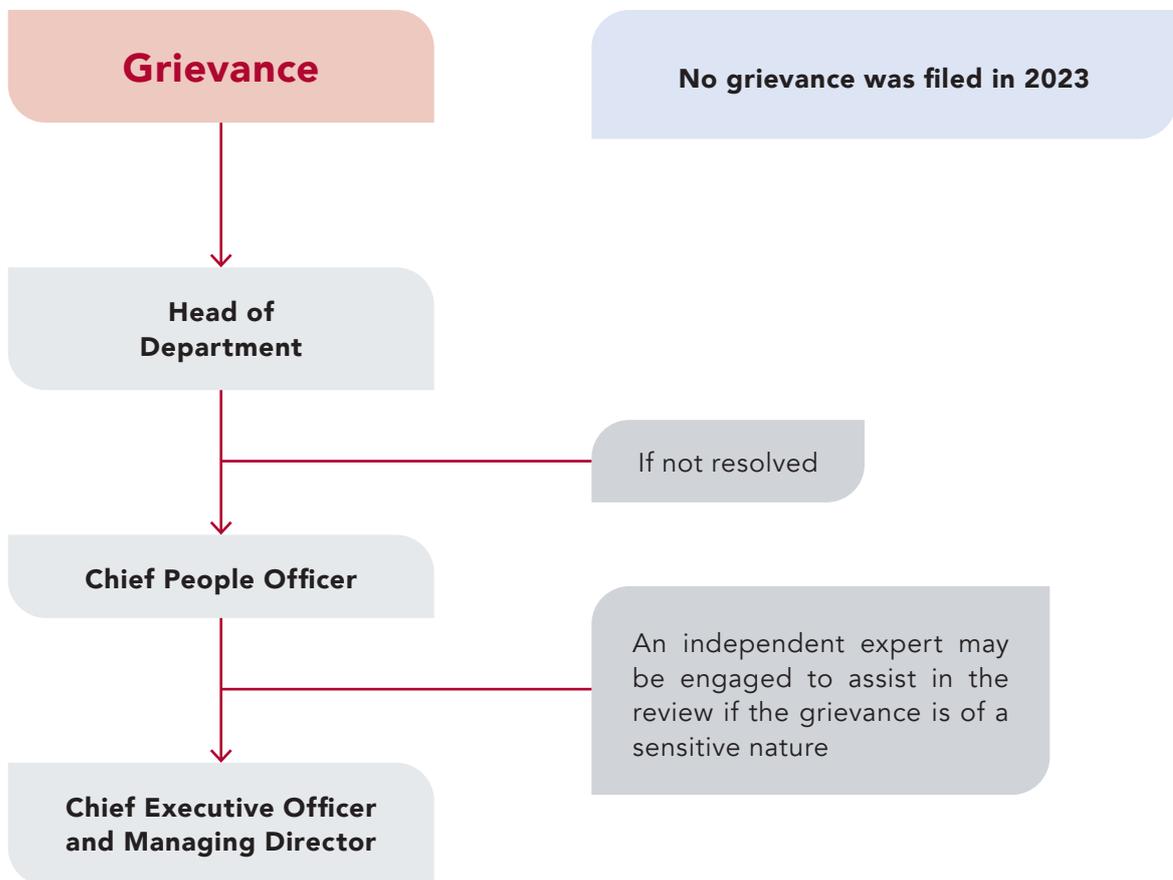
None of our employees are represented by a union or collective bargaining agreement. We believe in maintaining good employment relationships with our employees.



CARING FOR OUR EMPLOYEES

GRIEVANCE MANAGEMENT

All employees have the right to work in a professional and harmonious environment. We endeavour to settle any grievance or complaint from any employee as expeditiously and in as fair a manner as possible.



CARING FOR OUR EMPLOYEES

WORKFORCE DIVERSITY

As a world-class global aircraft operating leasing company, we are supported by a diverse workforce with an equal balance of male and female employees across our five offices in Singapore, Dublin, London, New York and Tianjin. Females accounted for 26% of the management team, including Senior Management and Heads of Department, and 50% of the total workforce at 31 December 2023.

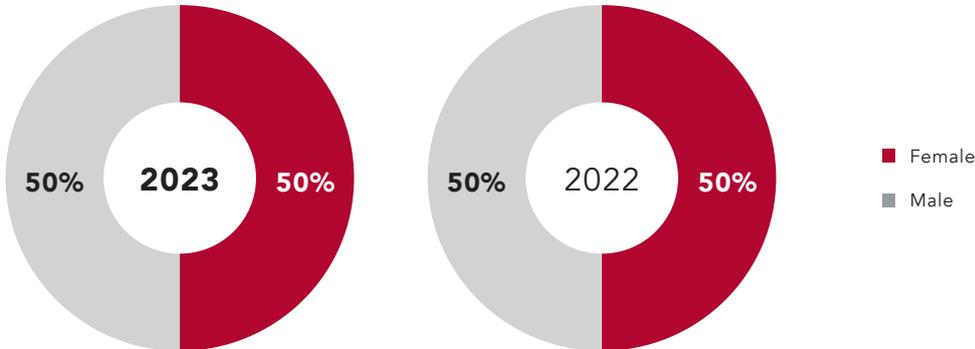


198
employees

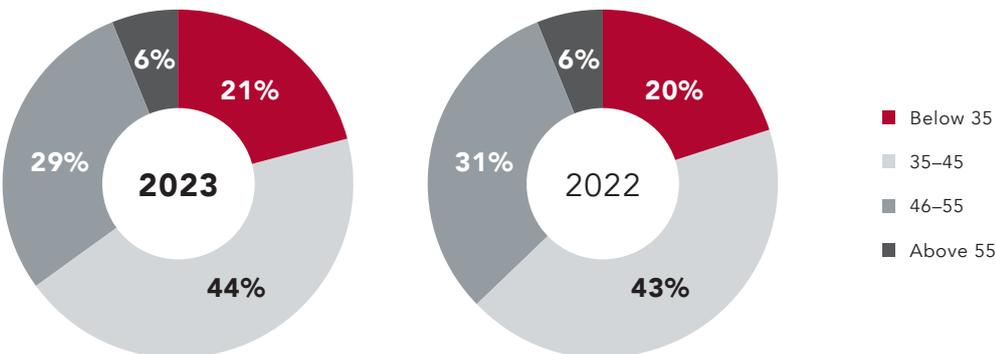
20
nationalities

50%
female representation
in the workforce

TOTAL WORKFORCE BY GENDER



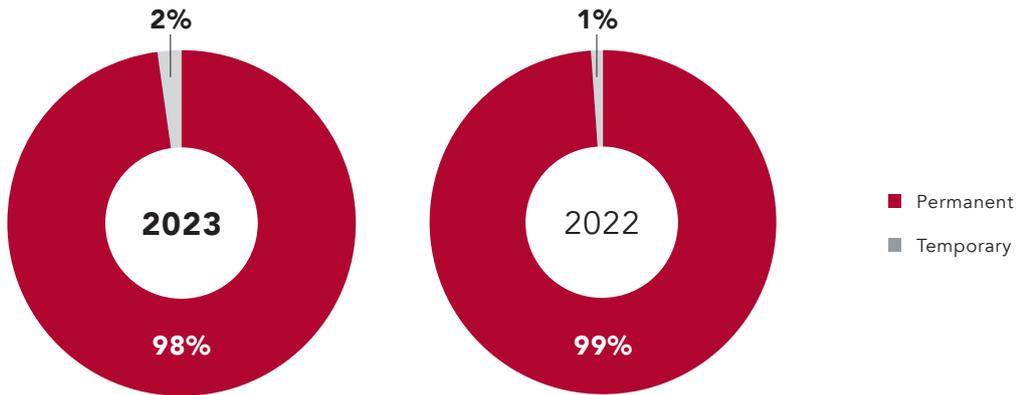
TOTAL WORKFORCE BY AGE GROUP



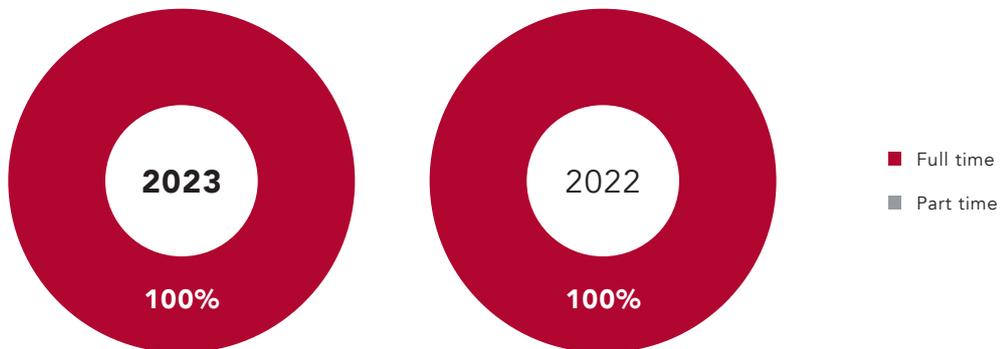
All information as at 31 December of the respective year.

CARING FOR OUR EMPLOYEES

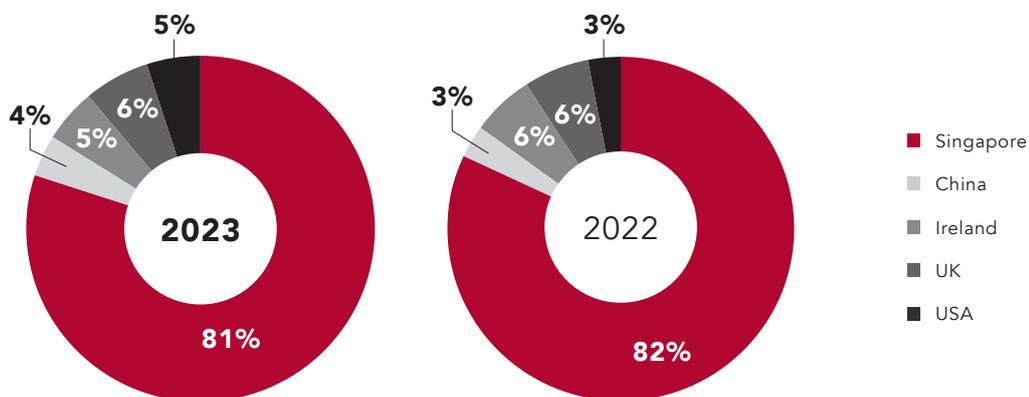
TOTAL WORKFORCE BY EMPLOYMENT TYPE
(PERMANENT/TEMPORARY)



TOTAL WORKFORCE BY EMPLOYMENT TYPE
(FULL TIME / PART TIME)



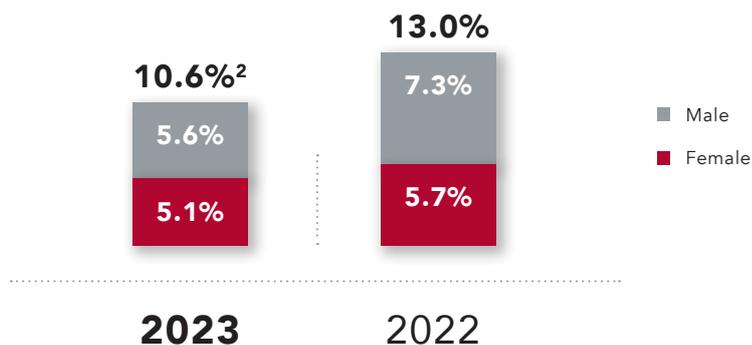
TOTAL WORKFORCE BY GEOGRAPHY



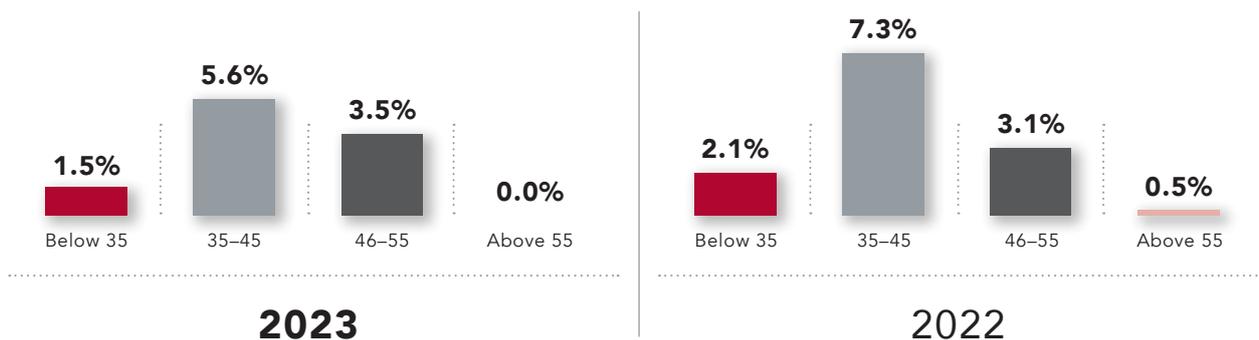
All information as at 31 December of the respective year.

CARING FOR OUR EMPLOYEES

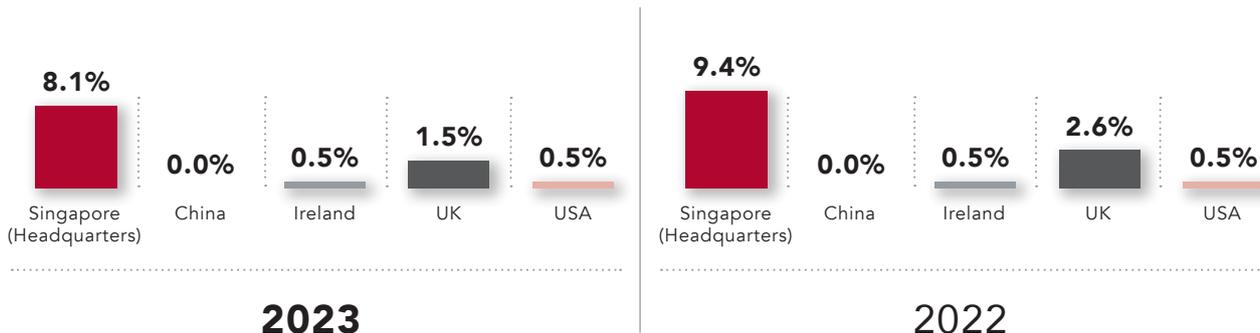
AVERAGE TURNOVER RATE¹ (%), BY GENDER



AVERAGE TURNOVER RATE¹ (%), BY AGE GROUP



AVERAGE TURNOVER RATE¹ (%), BY REGION³



All information as at 31 December of the respective year.

¹ Calculated as the number of employees who left the Company during the relevant year divided by the total number of employees as at year end. This does not include retirements.
² Due to rounding, numbers presented may not add up precisely to the totals.
³ Calculated as a percentage of global turnover.

CARING FOR
OUR
COMMUNITY



CARING FOR OUR COMMUNITY

INVESTMENT IN THE COMMUNITY

In celebration of BOC Aviation's 30th anniversary in 2023, the Company provided a S\$70,000 sponsorship to the Tchoukball Association of Singapore (**TBAS**) which enabled the national team to travel to the Czech Republic for the World Tchoukball Championships as well as to help with the cost of organising the World Youth Tchoukball Championships held in Singapore. In 2023, Singapore's Women's Tchoukball team was ranked first in the world but faced challenges with funding. Soon after BOC Aviation's corporate sponsorship, TBAS received their charity status which allowed donations to be 100% matched by the government.

"We are excited to support TBAS' growth as we celebrate our 30th anniversary this year. We wish to show our support for the community we operate in and hope this direct contribution to TBAS will help it achieve even greater success."



STEVEN TOWNEND
Chief Executive Officer
and Managing Director



"With BOC Aviation's help, our players can now also go into the world championships without having to worry about chipping in for airfare and accommodation as they have done in the past. We have big plans for the sport, not only in Singapore, but also the region, where we hope for it to also be a Southeast Asian Games sport."

Left: Delane Lim, President of Tchoukball Association of Singapore, Minister Edwin Tong, Minister for Culture, Community and Youth and Second Minister for Law, Angela Ng, Chief People Officer, BOC Aviation and Stephen Barnes, Chief Risk Officer, BOC Aviation announced the sponsorship.

The Company continued to work with Orbis in support of their missions to eliminate preventable blindness worldwide, with 59 colleagues joining a month-long Orbis Moonwalker race in November 2023. They walked/ran more than 2,900 kilometres for a good cause. A sponsorship of US\$5,000 was also provided.

Airlink, a global humanitarian organization which delivers critical aid to disasters around the world, remains a key organisation we support. In 2023, we contributed US\$10,000 to earthquake relief efforts in Turkey.

CARING FOR OUR COMMUNITY

MAKING AN IMPACT IN THE COMMUNITIES WE OPERATE IN

The CSR strategy of BOC Aviation remains consistent with previous years, with the volunteering of employee time to various organisations a priority. This provides employees an opportunity to make a direct impact in the society they live and work in.

In 2023, 18 CSR activities were completed. This marks a 20% increase from the 15 activities in 2022.



From left to right: BOC Aviation's employees across the globe taking part in various CSR activities in 2023.

CSR HIGHLIGHTS

BOC Aviation kickstarted its first Singapore CSR activity in 2023 with the Singapore Red Cross Home for the Disabled. All residents are highly reliant on their customised wheelchairs to move around. Volunteers assisted with the feeding of residents and spent more than two hours cleaning a hundred wheelchairs.

Our colleagues from the New York office volunteered with the West Side Campaign Against Hunger, packing and distributing food to beneficiaries.

Food From The Heart (FFTH), a Singapore food charity established in 2003 with a mission to alleviate hunger through food distribution programmes to the less fortunate, remains an organisation BOC Aviation supports passionately.

In 2023, our colleagues spent over 300 hours volunteering at various FFTH programmes.

Colleagues from the Singapore, Dublin and Tianjin offices did their part for the environment by embarking on CSR activities to clean waterways and streets. The Dublin office worked with Clean Coast to embark on cleaning of the Grand Canal while the Singapore team participated in a programme led by Waterways Watch Society to clean up the Kallang River.

In 2023, 18 CSR activities were completed. This marks a 20% increase from the 15 activities organised in 2022.

CARING FOR OUR COMMUNITY

A total of 150 monitors made redundant due to a recent office monitor refresh exercise, were cleaned, packed and transported to TOUCH Community Services, a Singapore-based not-for-profit charity organisation for use at its offices island-wide. These monitors, which were transported by volunteers over the course of two afternoons, will enhance the productivity of staff members in designing programmes and initiatives that benefit the community. TOUCH Community Services connects with individuals from all backgrounds, including children, youth, families, persons with special needs and the elderly.

In the later half of the year, as temperatures dipped, our Tianjin and New York offices participated in coat donation programmes for the needy and the London and Dublin offices combined their Christmas event to volunteer with Save the Children, an international children's charity.



**OVER
1,100**
employee
volunteer hours

18
corporate social
responsibility
activities



Top: BOC Aviation employees volunteering their time at the various CSR activities throughout 2023.

CARING FOR OUR COMMUNITY

COMMITMENT TO THE AVIATION INDUSTRY

We continue to support the Arab Air Carriers' Organization (**AACO**) through seven scholarships every year for AACO-member airlines, as a show of our support for airlines in this region. The scholarships can be used by participants to enrol for courses at regional training centres for skills and knowledge required for them to specialise in their desired field. This scholarship demonstrates our continued commitment to develop talent and human capital in the thriving region.

"BOC Aviation scholarships have been instrumental in developing the human capital of the aviation industry in the region. Aviation professionals have been able to access quality training. The BOC Aviation contribution has enabled the development of a skilled workforce that is well-equipped to meet the demands of the industry. We are grateful for your continued commitment to the growth and success of the aviation sector in the region."



MR MOHAMMED OSMAN
Director of AACO's Regional Training Center



We supported the 2023 Girls in Aviation Day in Singapore organised by the Women in Aviation International (**WAI**) Singapore Chapter which took place on 21 October 2023 at Temasek Polytechnic in Singapore. The event reached out to more than 300 girls for them to learn about careers in aviation.



The purpose of the event is to give young girls access to science, technology, engineering and mathematics related activities and challenges and to inspire them to take up education and careers in the aviation sector.

Beyond providing a sponsorship to help with organising of the event, we invited our employees to bring their daughters to take part in workshops and talks organised by the WAI.

Left: Gayle Chin and Yves Chin, daughters of BOC Aviation's employee Yvonne Tan, attending the Girls in Aviation Day in Singapore.

CARING FOR OUR COMMUNITY

COMMITMENT TO THE INDUSTRY



Top: Participants of the International Society of Transport Aircraft Trading (ISTAT) Asia professional development programme being hosted by BOC Aviation.

BOC Aviation hosted day one of the 2023 International Society of Transport Aircraft Trading (**ISTAT**) Asia professional development programme in Singapore. The programme is aimed at fostering global aviation talent. The cohort of more than 30 students from mainly airlines, banks and lessors were given an insight to the leasing industry by the Company's Senior Management.



Anuradha Singh, BOC Aviation's Head of Legal and Transaction Management, was invited as a panellist for the Conference on International Aviation + Space Financing Law, organised jointly by the NUS Centre for Banking & Finance Law and McGill Institute of Air and Space Law. She volunteered her time to share her perspective at the one-hour panel titled "Changes: Future of the Cape Town Convention and Security Interest Law Reform".

Left: Anuradha Singh, BOC Aviation's Head of Legal and Transaction Management, at the Conference on International Aviation + Space Financing Law.

We continue to provide sponsorship support to leading aviation organisations such as the International Air Transport Association (**IATA**), Association of Asia Pacific Airlines (**AAPA**) and ISTAT Asia, for various conferences to continue advancing industry practices.



CORPORATE GOVERNANCE

AT BOC AVIATION



CORPORATE GOVERNANCE AT BOC AVIATION

BOC Aviation is firmly committed to a culture of transparency and compliance. One of our core values is our reputation for integrity and professionalism. We have policies and procedures against illegal and unethical behaviour including corruption, bribery, fraud and money laundering

The Board of Directors sets our overall strategy and oversees management of our corporate governance framework, which includes risk management and internal controls.

Management is responsible for the day-to-day operations of the Company and reports to the Board. The Management Committee has clear delegated authority from the Board, and the Company has a well-established internal governance framework for managing its day-to-day business.

BOARD DIVERSITY AND EXPERIENCE

We are committed to achieving diversity across our organisation and appreciate that having a multitude of experiences and perspectives benefits the Company. This also allows us to understand our stakeholders better.

At the Board level, the Company has adopted a Board diversity policy. The Board considers a number of factors when deciding on appointments to the Board and the continuation of those appointments, including gender, age, ethnicity, and professional experience. This is intertwined with our Board nomination policy which sets out the criteria and process in the nomination and appointment of Directors to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company's business. Our Directors come from diverse backgrounds such as banking and finance, aviation and business.

The Company is committed to achieving gender diversity on the Board and in its workforce and is committed to maintaining at least two female Directors on the Board. We also strive to have at least 45% women in the workforce. We currently have four female Board Directors, which exceeds our target, and Directors representing three nationalities, and approximately 50% women in the workforce.

As at 19 April 2024 (being the approval date of this ESG report), we had 11 Directors on the Board of BOC Aviation, comprising one Executive Director, six Non-executive Directors and four Independent Non-executive Directors.

Please refer to "Corporate Governance Report" on pages 40 to 64 in the 2023 Annual Report for more information about our Board of Directors and our diversity and nomination policies.

CORPORATE GOVERNANCE AT BOC AVIATION

EVALUATING THE BOARD'S PERFORMANCE

The Nomination Committee regularly reviews the structure, size and composition (including the skills, knowledge and experience) of the Board, the time and contribution required from Directors and whether independent views and input are available to the Board, and that there is a strong element of independence in the Board.

As part of the annual evaluation process, each Director provides written feedback to the Nomination Committee, which will include comments and suggestions from the Directors on areas such as Board composition, independence, process and accountability, following which the Nomination Committee will consider further action as necessary. In addition, each Board Committee conducts its own annual evaluation.

The Nomination Committee also conducts an assessment of the independence of each Independent Non-executive Director annually and obtains written confirmation of independence from each Independent Non-executive Director.

Please refer to "Corporate Governance Report" on pages 40 to 64 in the 2023 Annual Report for more information about our Board of Directors and our diversity and nomination policies.

PROTECTING SHAREHOLDER INTERESTS

Protecting the interests of our Shareholders is very important to BOC Aviation. Shareholders are welcome to provide their feedback to the Investor Relations team directly and participate in our general meetings.

The Company's share capital comprises only ordinary shares and all ordinary shares carry one vote per share without restriction. The Company's Constitution, together with the applicable laws of Singapore, provide certain protections to minority Shareholders.

There are established procedures for Shareholders to (i) put forward proposals at a general meeting, (ii) propose a person for election as a director and (iii) convene an extraordinary general meeting, such procedures being published on the Company's website, in line with the requirements of the Constitution as well as the Singapore Companies Act 1967.

All Shareholders are invited to attend the Company's general meetings, where they have the opportunity to vote and raise questions either in advance of, or at, such meetings

CORPORATE GOVERNANCE AT BOC AVIATION

RISK MANAGEMENT AND INTERNAL CONTROL

BOC Aviation strives to always act ethically and with integrity. This culture begins with the Board and Senior Management and is consistently communicated to all employees, customers, suppliers and other business partners

The Board is responsible for establishing, maintaining and reviewing the effectiveness of its risk management and internal control systems. The Risk Committee assesses new and emerging risk factors in the Company's business and provides guidance on measures to be taken to mitigate current and potential future risks. The Audit Committee oversees the effectiveness of risk management and internal control systems of the Company.

The Board has responsibility to identify and analyse risks underlying the achievement of business objectives and to determine how such risks should be monitored, evaluated, managed and mitigated.



CORPORATE GOVERNANCE AT BOC AVIATION

MANAGING RISK THROUGH A 360° LENS

Employees execute a 360° approach to risk management, with a holistic approach encompassing both the asset and liability sides of our balance sheet, and our cash flow



CORPORATE GOVERNANCE AT BOC AVIATION

MANAGING RISK WITH MULTIPLE LINES OF DEFENCE

Exposure to risk in all key areas of our business is identified on a 360° basis. It is then evaluated, monitored and updated using heat mapping. The management team has established separate lines of defence to mitigate risks the Company may be exposed to in its business operations.

The Company uses key risk indicators to assess the effectiveness of the Company’s risk management, and to regularly report to the Board. The Risk and Audit Committees regularly review existing and emerging risks in the Company, which are then discussed at the Board. Both the Risk and Audit Committees are chaired by independent, non-executive directors. Key risk indicators are incorporated in the Company’s targets to drive good performance.

All lines of defence have their own policies and procedures. All policies and procedures are reviewed and signed off by Senior Management annually.



CORPORATE GOVERNANCE AT BOC AVIATION

COMPLIANCE

The Company is firmly committed to a culture of transparency and compliance and conducts its business affairs with honesty and integrity. We have policies and procedures against illegal and unethical behaviour including corruption, bribery, fraud, extortion and money laundering.

We have a code of conduct that specifies the expectations of the Company and sets important guidelines to ensure that all employees understand.



CORPORATE GOVERNANCE AT BOC AVIATION

ANTI-CORRUPTION

We require all members of the Board, employees and consultants to observe high standards of ethics in the conduct of their duties and responsibilities and to comply with all applicable laws and regulations.

We have in place a Code of Professional Conduct, an anti-bribery policy and other policies and procedures to guide members of the Board, employees and consultants to act professionally, fairly and with integrity in all business dealings and relationships across the Group.

Directors receive anti-corruption training from our external legal counsel annually to ensure they regularly refresh their knowledge and understanding of anti-corruption matters.

We publish an anti-corruption statement on our website that provides guidance on the high standards of ethics in the conduct of all duties and responsibilities and to comply with all applicable laws and regulations.

In 2023, all Directors and employees completed anti-corruption training

ANTI-BRIBERY

We have an anti-bribery policy which provides guidance to all members of the Board, employees and consultants of the Company in conducting our business legally and ethically. No Director or employee of the Group or consultants may offer or promise gifts, gratuities or anything of value to a third party with the intent to influence or reward that person in connection with any business or transaction. Directors, employees or consultants must never accept gifts or other benefits from anyone. Giving or receiving cash or other payments is also prohibited.



There was no breach of the anti-bribery policy and no legal case regarding corrupt practices brought against the Company, any Director or any employee for the year ended 31 December 2023

CORPORATE GOVERNANCE AT BOC AVIATION

ANTI-MONEY LAUNDERING

We have an anti-money laundering (AML) policy prohibiting money laundering and any activity that facilitates money laundering or the funding of terrorist, criminal or other illegal activities.

We are committed to AML compliance in accordance with applicable laws and require our employees to adhere to these standards in preventing any occurrence of money laundering activities in the course of its business.

Our risk managers conduct "know your customer" (KYC) assessments of potential counterparties to identify potential risks related to money-laundering, fraud, corruption, terrorist financing and breach of international sanctions. Additionally, periodic screening of existing customers is conducted as part of our annual review process. Implementation of our KYC policy is an essential part of effective risk management practice that contributes to improving the risk profile of our portfolio, as well as protecting our integrity by ensuring that we transact with reputable counterparties maintaining high ethical standards.

We operate in compliance with all relevant laws and regulations that have a significant impact on the Company relating to bribery, extortion, fraud and money laundering. BOC Aviation will take measures to prevent the Company and its employees being exposed to money laundering, to identify areas in which money laundering may occur and to comply with legal and regulatory requirements, especially in the process of reporting actual or suspected money laundering cases. It is the responsibility of every employee to be vigilant and act promptly in all suspected cases.



In 2023, all employees completed training on AML risks and compliance. There was no AML investigation in our business for the year ended 31 December 2023

CORPORATE GOVERNANCE AT BOC AVIATION

WHISTLEBLOWING

BOC Aviation has adopted a whistleblowing policy to encourage and enable whistleblowers acting in good faith to raise concerns about activity for investigation and appropriate action by BOC Aviation. Members of the Board and employees are required to report any violation of BOC Aviation policies or suspected criminal or other improper or illegal activity.

Employees can approach the Chief People Officer and/or the Corporate Compliance Officer should they become aware of another employee's behaviour or action that compromises the Company's professionalism.

A whistleblower website and hotline, which are run by a third-party provider and are independent and anonymous, have been created for anyone who prefers to make a report confidentially

The service is managed by a third-party provider independent of BOC Aviation and has clear procedures in place to process any whistleblower reports and maintain accurate records. The system is tested on a semi-annual basis. The hotline details and web portal are available on our website and communicated to all employees.

The whistleblowing policy clearly contains a "no reprisal" provision to the effect that no person who, in good faith, reports a concern shall be subject to reprisal.

Our whistleblowing policy, detailed in the Fraud Risk Management policy and under the overall purview of the Board with responsibilities delegated to the Risk Committee, is to encourage and enable the reporting of any improper, illegal or criminal activities by our employees.



There was no breach of the whistleblowing policy and no whistleblowing incident for the year ended 31 December 2023

CORPORATE GOVERNANCE AT BOC AVIATION

TRADE SANCTIONS

The scope of our international operations may require us in certain situations to comply with trade and economic sanctions and other restrictions imposed by the United States, the European Union, Singapore, China and other governments or organisations.

We have policies and procedures that are designed to monitor and ensure compliance with international sanctions and other applicable laws and regulations.

We continue to adhere to our undertakings to the Stock Exchange that (i) we will not use funds raised through the Stock Exchange, (a) to finance or facilitate, directly or indirectly, any projects or businesses in sanctioned countries or with persons located in other countries who are subject to sanctions or (b) to pay any damages for terminating or transferring contracts relating to sanctioned countries or persons subject to sanctions (if any), to the extent that the Company is party to such contracts in the future (whether by reason of a change in sanctions law or otherwise), (ii) we will not enter into any transaction that, at the time of entry into such transaction, is prohibited by applicable sanctions law; and (iii) if we believe that the transactions we have entered into will put us and our investors and Shareholders at the risk of violating sanctions, we will disclose on the Stock Exchange's website, on our website, and in our annual and interim reports our efforts in monitoring our business exposure to sanctions risk, the status of future business, if any, in sanctioned countries and our business intention relating to such sanctioned countries.

There was no breach of the policies and procedures and no violation of sanctions related laws or regulations for the year ended 31 December 2023

DATA PROTECTION AND PRIVACY

We comply with the applicable provisions of the Personal Data Protection Act in Singapore, General Data Protection Regulation in the European Union, Personal Information Protection Law in China and any other relevant personal data protection legislation in jurisdictions where our employees and our operations are based. Due to the nature of our business, our data protection and privacy practices are applicable to our stakeholders that are mainly corporates.

A Data Protection Officer is appointed to ensure data privacy and safeguards are in place and are executed.



There were no fines, penalties or complaints associated with the breach of any personal data privacy laws or regulations for the year ended 31 December 2023

CORPORATE GOVERNANCE AT BOC AVIATION

INFORMATION SECURITY

Information security is a key priority area for BOC Aviation. In a highly connected world where cyber security risks increases at a rapid pace, we protect our systems closely and train our colleagues to have cyber security awareness.

We promote appropriate information security controls through enforcing, testing, checking and improvement, and conducting risk assessments across our business to reduce risks, prevent data loss and ensure mitigation measures are being executed. We also raise employee awareness and preparedness with training programmes and simulations.

In 2023, there were six phishing simulation exercises conducted in the Company, which aimed to increase employee awareness on the actions to be taken in the event they receive a phishing email. We had a 95.3% success rate for these phishing exercises, where employees do not fall prey to such emails. We will continue to work towards conducting more of such exercises to ensure they remain vigilant.

In 2023, there were no cyber security breaches

SECURITY AND DATA PROTECTION

BOC Aviation has three lines of defence in the area of security and data protection.

LINE OF DEFENCE

1 EMPLOYEES

- Compliance with our policies and procedures
- Monitoring and executing the controls within their business activities
- Work closely with Information Technology department to flag risks

2 CORPORATE COMPLIANCE

- Responsible to promote and validate adherence of policies and procedures throughout the Company

3 INTERNAL AUDIT

- Conducts independent audit and assessment, and reports to the Board on the quality of risk management, the adequacy and the compliance of policies, procedures and internal controls

CORPORATE GOVERNANCE AT BOC AVIATION

CYBER SECURITY

Our cybersecurity posture consists of three components: 1) human firewall, 2) detect and prevent, 3) respond and recover.

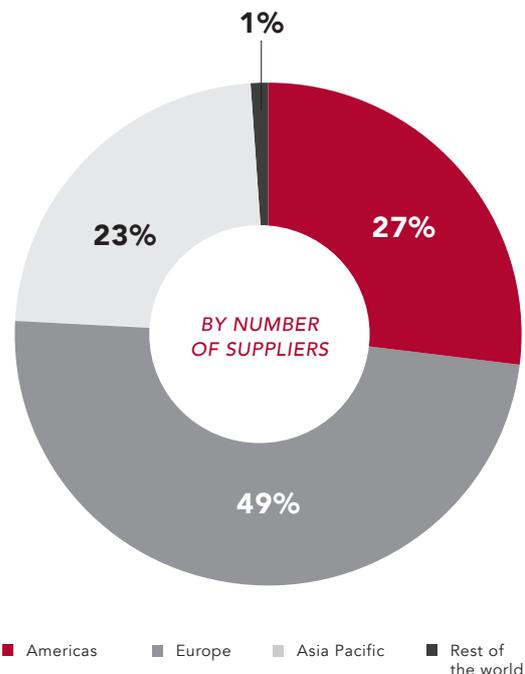
- **Human Firewall** — Building a culture of heightened cyber security awareness is crucial in forming a “human firewall” around our information assets. This programme consists of a series of training and guided learning activities, and regular exercises led by the Information Technology department to build employees’ awareness and alertness for different forms of phishing scenarios.
- **Detect and Prevent** — First line of systematic defence mechanisms against internal and external threat actors. We have invested substantially in upgrading and improving the Company’s detection and prevention systems. This includes using the latest technology in machine learning to augment the cyber defence capabilities and to build a complete picture based on indicators of attack.
- **Respond and recover** — Ensuring we can resume business-as-usual as soon as possible after a cyber security breach. Working on the principle of “assumed breach”, the response and recovery procedures and systems are verified and tested, and lessons learned are shared with the respective teams for improvements.

SUPPLY CHAIN MANAGEMENT

BOC Aviation is a global aircraft operating leasing company with a wide network of suppliers globally to support its business and to diversify and manage any potential geographical, environmental and social risks the industry may face.

The Company relies on mainly original equipment manufacturers and aerospace support services providers, the majority of which we have a long-term contract with. The Company has an extensive global network of third-party suppliers on an as-required basis including maintenance, repair and overhaul services providers, parts suppliers and specialist service suppliers such as engineering design and ferry flight operation providers.

The geographic location of our key suppliers of goods and services and those with which we have significant multi-year agreements for the year ended 31 December 2023 is as shown.



CORPORATE GOVERNANCE AT BOC AVIATION

BOC Aviation surveyed our top 50 suppliers regarding their ESG practices. The survey covered key areas such as:

- Board oversight of ESG issues in their companies
- Monitoring and management of environmental issues from production and general business operations as well as in their own supply chain
- Workplace safety and health
- Anti-discrimination and promoting equal opportunity and diversity
- Corporate governance policies
- Forced and/or child labour
- Support of charity organisations

All suppliers surveyed achieved a satisfactory score. Many actively shared their ESG strategies with the Company to ensure we are dealing with suppliers committed to good ESG practices.

This annual exercise is being used to assess selection of suppliers of aircraft, IT equipment and technical suppliers and services, of which we currently have more than 140.

The roll-out of the survey to a wide group of vendors is a showcase of our commitment to incorporate suppliers' ESG as a consideration in our supply chain management.

CORPORATE GOVERNANCE AT BOC AVIATION

PRODUCT RESPONSIBILITY

We offer aircraft leasing and sales services as a global aircraft operating leasing company.

We do not manufacture any products.

As such, the Stock Exchange's guidance on health and safety, advertising and labelling, quality assurance process and recall procedures does not apply to us.

Where applicable, we observe and comply with relevant laws and regulatory requirements relating to privacy matters relating to services provided. We have data protection policies in place to safeguard our customers' data and privacy and our Data Protection Officer ensures that all data privacy safeguards are in place and executed.

BOC Aviation does not manufacture any products

The Group has not received any fines or penalties associated with the breach of any products or services related laws or regulations for the year ended 31 December 2023

The Group has not received any product- or service-related complaint for the year ended 31 December 2023

We have a trademark license agreement to use our trademark in connection with all business activities of the Company



BOC AVIATION AND
THE
ENVIRONMENT

BOC AVIATION AND THE ENVIRONMENT

OUR APPROACH TO CLIMATE CHANGE

Due to the nature of our business, as an aircraft lessor, our activities do not have significant direct impact on the environment and natural resources. This is due to the fact that we do not operate the aircraft that we own and cannot directly control the greenhouse gas emissions of aircraft operated by our airline customers.

Our business model of investing in modern, young aircraft for our customers' fleets contributes to more efficient use of aviation fuel and to the achievement of the airline industry's climate change targets. Despite the above, we have listed below the potential issues that may arise from climate change and our approach in handling the issues.

POTENTIAL ISSUES

1. Increasing demand for latest technology aircraft as outlook for the aviation sector improves
2. The residual values of our older aircraft may be affected by changes in environmental regulations
3. Changes in travellers' preference for airlines that operate aircraft with lower emissions
4. Availability of financing for airlines to invest in the latest technology aircraft to lower emissions
5. Increasing disclosure requirements for climate change risks
6. Stakeholders' perception of BOC Aviation may be influenced by our approach towards climate change

OUR APPROACH

- Acquire the latest technology and fuel-efficient aircraft and place them on long-term leases with customers
- Actively expand customer base to market these latest technology aircraft
- Provide capital to finance latest technology, fuel-efficient aircraft
- Actively sell older generation aircraft to improve fleet quality and lower emissions
- Committed to use natural resources and energy more efficiently
- Continue to maintain a high level of liquidity to support our airline customers to transition to latest technology aircraft
- Engagement with our Board on climate change risks
- Proactively communicate our ESG strategies and performance to stakeholders
- Actively liaise with leading industry partners to adopt best ESG practices

BOC AVIATION AND THE ENVIRONMENT

TRANSFORMING OUR FLEET

BOC Aviation is committed to supporting the airline industry to reduce global carbon emissions by building a more efficient fleet. The Group does not own or use any corporate aircraft and our employees travel only on commercial flights. We offset 100% of our business travel through the purchase of carbon credits.

We took delivery of 65 latest technology aircraft in 2023, the most since 2017, even as global supply chain issues remain. This has elevated the proportion of latest technology aircraft in our owned fleet to 77%, a six percentage point increase from 2022.

All aircraft in our portfolio can fly on a maximum blend of 50% sustainable aviation fuel (**SAF**). SAF is the key pathway to the aviation industry's commitment to achieve net zero by 2050. IATA estimates that SAF could contribute to a 65% reduction in emissions needed by aviation to reach net-zero in 2050.

77%

Proportion of latest technology aircraft in owned fleet

100%

Proportion of latest technology aircraft in orderbook



Our deliveries in 2023 comprised the Airbus A220-300, Airbus A320NEO family, Boeing 737-8 and Boeing 787 aircraft, all of which have 20% average fuel savings compared to prior technology aircraft

BOC Aviation's current fleet can operate with a maximum blend of 50% SAF

CARBON NEUTRAL FOR DIRECT EMISSIONS

In 2023, we offset 100% of our direct emissions by purchasing carbon credits from two accredited projects — The Katingan Restoration and Conservation Project in Indonesia and the Zhangye Improved Grassland Management Project in China.

The purchase of carbon credits generated from these projects is our selected pathway to create a sustainable future for the generations to come.

We selected carbon credits from projects based on their relevance to the causes we support in terms of the United Nations sustainable development goals, the accreditation of the projects, the geography, as well as the impact they have on the environment and their local communities.

BOC AVIATION AND THE ENVIRONMENT

KATINGAN PEATLAND RESTORATION AND CONSERVATION PROJECT, INDONESIA

- Certified by Verified Carbon Standard
- Project has received triple gold Climate, Community & Biodiversity (CBB) status
- The goal of the project is to protect and restore 149,800 hectares of peatland ecosystems, to offer local people sustainable sources of income, and to tackle global climate change
- The project collaborates with Indonesian villages to reduce emissions and also conserve local wildlife populations such as the endangered Bornean orang-utan, Southern Borneans gibbon and proboscis monkey
- Around 43,000 people in 32 communities have also found jobs through partnerships related to this project



Photo credit:
©KatinganMentayaProject

ZHANGYE IMPROVED GRASSLAND MANAGEMENT PROJECT, CHINA

- Certified by Verified Carbon Standard
- The project aims to restore local degraded grassland ecosystems by seeding grass and fencing up degraded grassland, so carbon sequestration can be increased
- By restoring grassland vegetation to improve soil carbon storage, it encourages local biodiversity to thrive through grassland management measures, such as rodent and pest control and grassland fire prevention
- Contributes to local development by introducing sustainable grazing and management of grassland, of the 11,727 local herders who participated in the project, more than half are women. These women are trained with sustainable grassland management skills and participate in community activities



BOC Aviation was 100% carbon neutral for direct emissions in 2023

BOC AVIATION AND THE ENVIRONMENT

REDUCING OUR DIRECT CARBON IMPACT AND RESOURCE CONSUMPTION IN 2023

We have a low carbon footprint across our five offices globally. Due to the nature of our business and industry, the only Environmental Key Performance (KPIs) Indicators proposed by the Stock Exchange that apply to us are energy efficiency, paper consumption and direct CO₂ emissions.

Discharges into water and land as well as generation of hazardous and non-hazardous waste are not relevant to us, due to the nature of our business. We operate from rented offices where water consumption is not tracked as part of our rental agreements. Where possible, we operate from buildings that are energy efficient.

Below are the relevant environmental targets we have published in 2022, to be achieved by the end of 2025.

- **To reduce CO₂ emissions (tonnes) per average headcount by 20% from 2019's level**
- **To reduce papers used (kilograms) per average headcount by 65% from 2019's level**
- **To reduce electricity consumed (kWh) per average headcount by 55% from 2019's level**

In 2022, we moved our headquarter office into a building awarded with a BCA Green Mark Platinum standard, for projects that effectively demonstrates energy and water savings, have environmentally sustainable building practices and innovative green features.

This has resulted in a reduction in our electricity consumption in our offices. We continue to monitor our electricity usage and switch off lights and appliances when they are not in use.

We operate in compliance with relevant laws and regulations that have a significant impact on us relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste, where applicable.

BOC AVIATION AND THE ENVIRONMENT

CATEGORY	UNIT	2023 (GROUP)	2022 (GROUP)	BASELINE 2019 (SG)	CHANGE (YOY)	CHANGE (FROM 2019)
ELECTRICITY						
Total electricity consumed in office premises	kWh	358,998	345,689	611,990	4%	-41%
Total electricity consumed per average headcount	kWh	1,813	1,829	4,340 ¹	-1%	-58%
PAPER						
Office paper	kilograms	1,800	1,300	3,000	38%	-40%
Paper consumed per average headcount	kilograms	9	7	21 ¹	29%	-57%
Paper recycled	120L bins	15	118	69	-87%	-78%
HEADCOUNT						
Average headcount	Number of employees	198	189	141 (SG) 173 (Group)	9	25 (Group)

In 2023, our electricity consumption was 358,998 kWh, or 1,813 kWh of electricity consumed per average headcount. In terms of consumption per headcount, this is a 58% decrease as compared to our baseline year of 2019, which puts us ahead of our target of a 55% decrease in electricity consumption per average headcount set to be accomplished by end 2025. We will continue to advocate employees to be mindful of electricity usage, especially in meeting rooms.

Paper consumption was 1,800 kilograms in 2023 across our offices, or nine kilograms of paper used per average headcount, as a result of increased business activities. In terms of consumption per headcount, this is a 57% decrease from our baseline year of 2019. Despite the reduction, we are behind our target to reduce papers used per average headcount (kilograms) by 65%. To ensure we can reach our reduction target by end 2025, the Company will actively encourage employees to digitalise their work processes, conduct paperless meetings and conduct awareness sessions on our usage rates and targets.

The Company's rate of recycling increased in 2022 due to our office move, however, these numbers dropped as our operations normalised in 2023. We will continue to encourage colleagues to recycle their paper waste.

All information as at 31 December of the respective year.

¹ Average Headcount in Singapore, and not Group, was used in the denominator as total resources consumed in 2019 were recorded for the Singapore office only.

BOC AVIATION AND THE ENVIRONMENT

CATEGORY	UNIT	2023	2022	BASELINE 2019	CHANGE (YOY, %)	CHANGE (FROM 2019, %)
CO₂ EMISSIONS FROM:						
Office premises (scope 2)	tonnes	87	82	192 (Singapore office only)	6%	-55%
IT data centres	tonnes	55	54	56	2%	-2%
Air travel	tonnes	1,259	1,051	1,626	20%	-23%
Total CO₂ emissions	tonnes	1,401	1,188¹	1,874	18%	-25%
Total CO₂ emissions per average headcount	tonnes	7.08	6.29	10.87	13%	-35%

All information as at 31 December of the respective year.

We do not own any office buildings or company vehicles, and do not operate the aircraft that we own. As a result, the Company's view is that we do not have scope 1 emissions. Our carbon emissions are only from office premises, IT data centres and employees' air travel.

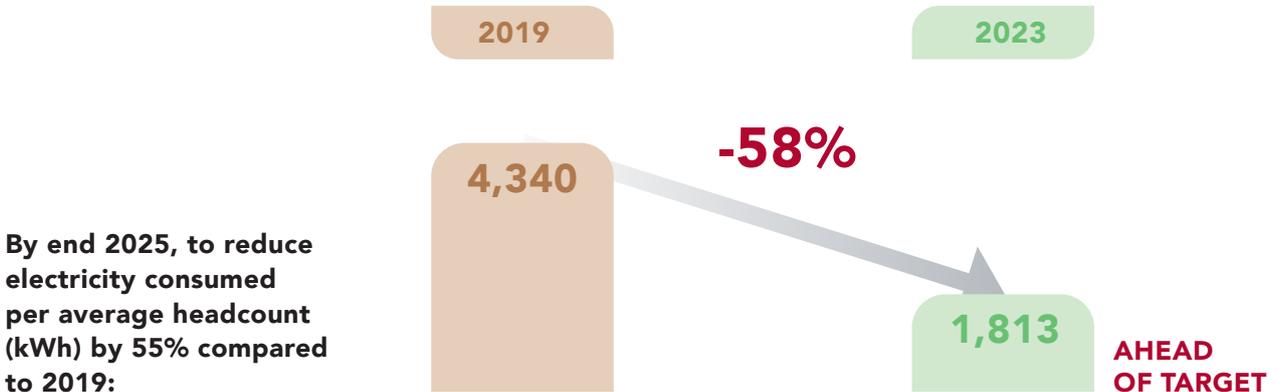
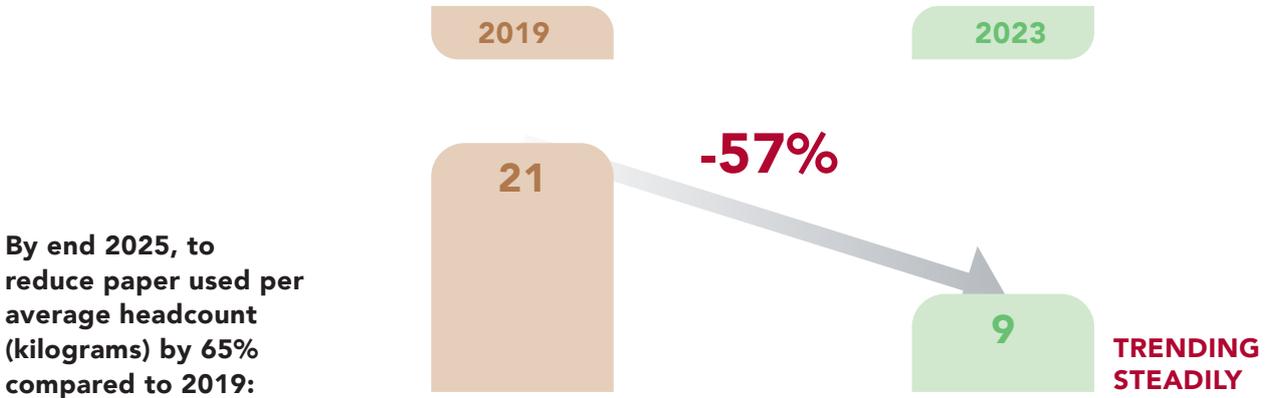
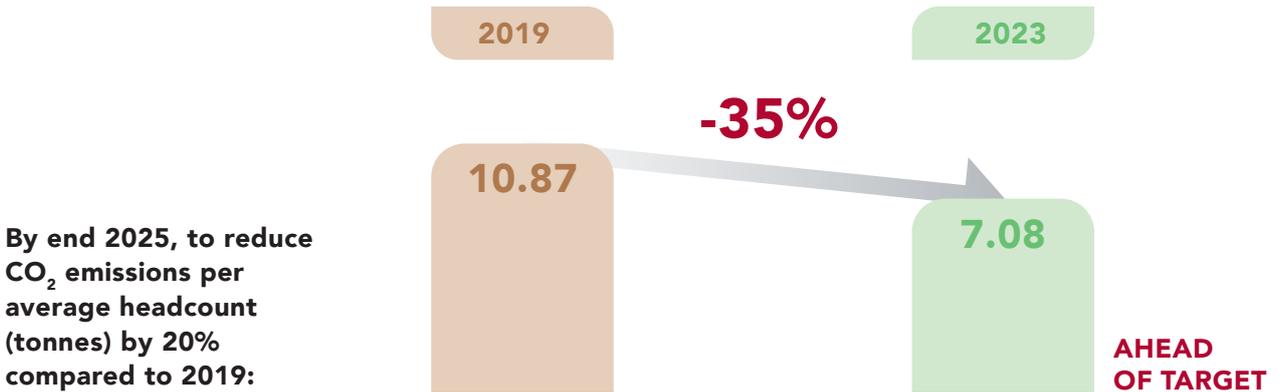
Total carbon emissions in 2023 were higher than 2022 at 1,401 tonnes or 7.08 tonnes per average employee. In terms of consumption per headcount, this is a 35% decrease as compared to our baseline year of 2019, which puts us ahead of our target for end 2025, which is to reduce CO₂ emissions per average headcount (tonnes) by 20%. That said, the Company will continue to monitor our office premise electricity consumption and air travel. As technology advances, we will continue to engage colleagues globally through digital means, such as video calls.

For the Company's unabatable carbon emissions, we have selected the pathway to purchase high quality carbon credits to offset it. As such, we are pleased to report that the Company is 100% carbon neutral in 2023 for our direct emissions through offset.

¹ Due to rounding, numbers presented may not add up precisely to the totals provided.

BOC AVIATION AND THE ENVIRONMENT

HKEX ESG KPIs PROGRESS REPORT



ESG PERFORMANCE OVERVIEW

	2023	2022
ENVIRONMENT		
Total electricity consumption (kWh)	358,998	345,689
Electricity consumption (kWh) per average headcount	1,813	1,829
Total paper consumption (kilograms)	1,800	1,300
Paper consumption per average headcount (kilograms)	9	7
Total CO ₂ emissions (tonnes)	1,401	1,188
CO ₂ emissions per average headcount (tonnes)	7.08	6.29
PEOPLE		
Average training per employee (days)	3.0	2.8
Average training per employee (hours)	24	22
Group's employee turnover rate (%)	10.6	13.0
Number of employees represented by a union or collective bargaining agreement	0	0
DIVERSITY & EQUAL OPPORTUNITY		
Proportion of females in the workforce (%)	50	50
Proportion of females in the management team (%)	26	30
Number of nationalities	20	20
COMPLIANCE		
Number of violations of applicable laws	0	0
Number of workplace accidents	0	0
Number of workplace fatalities in the previous three years	0	0
Lost days due to work injury	0	0
SOCIAL/COMMUNITY		
Organisations supported:		
Airlink	√	√
An Taisce Clean Coasts Ireland	√	
Fei Yue Community Services		√
Food From The Heart	√	√
GreenNudge		√
Orbis	√	√
The Arab Air Carriers Organisation (AACO)	√	√
Ronald McDonald House (Ireland)		√
Waterways Watch Society Singapore	√	√
Women in Aviation	√	√

ABOUT THIS REPORT

This ESG Report for the year ended 31 December 2023 reports to shareholders and other stakeholders the steps we are taking to achieve a more sustainable business model, contribute to a more sustainable environment and continue to build our strong governance culture. We prepare this ESG Report annually as required under the Listing Rules.

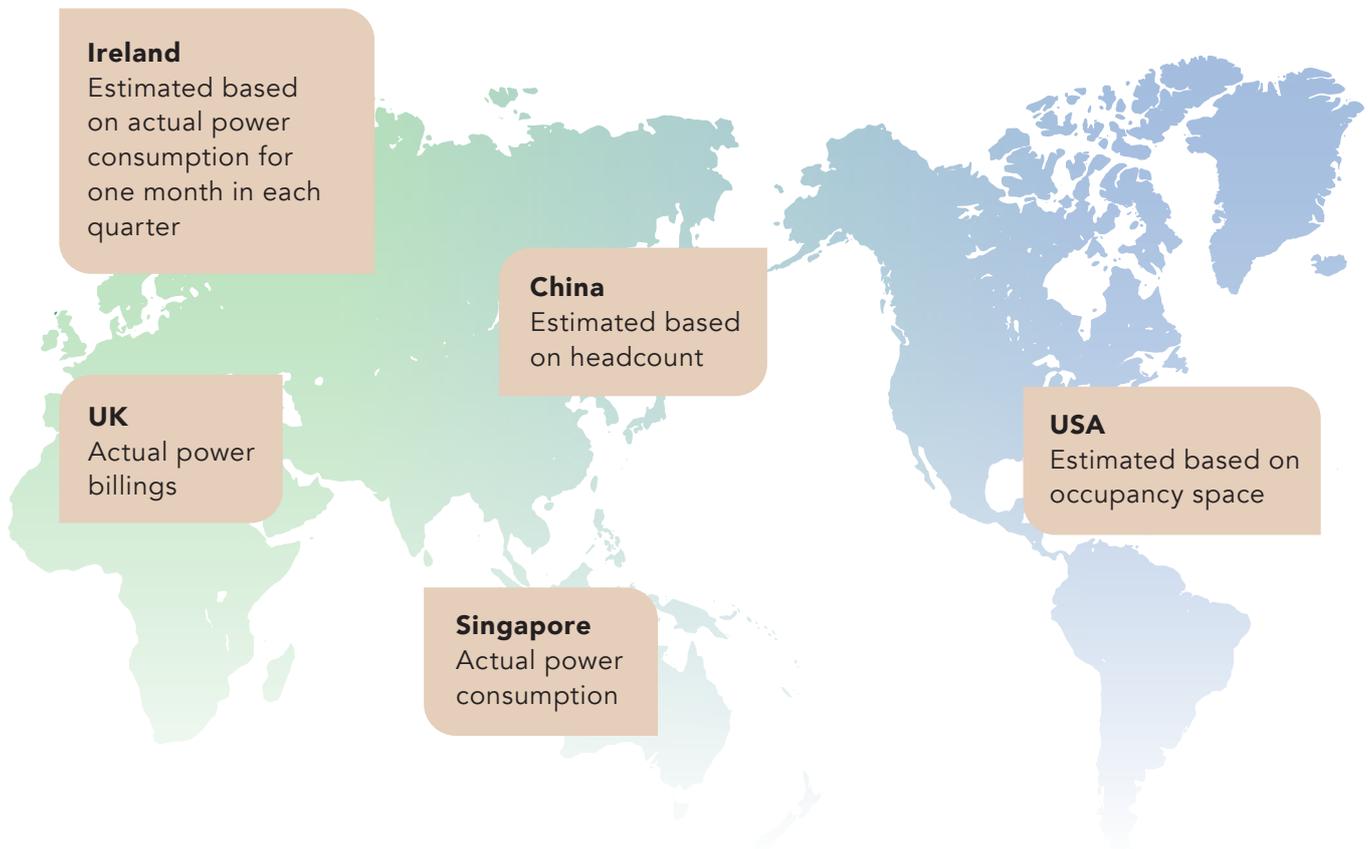
REPORTING GUIDELINES

This ESG Report is prepared in accordance with the guidelines in The Environmental, Social and Governance Reporting Guide in Appendix C2 of the Listing Rules. All numbers reported are as at 31 December 2023, unless otherwise indicated.

SCOPE AND REPORTING BOUNDARIES

This ESG Report features our ESG efforts across the Group's offices in Singapore (Head Office), Tianjin, London, Dublin and New York for the year ended 31 December 2023. Unless indicated otherwise below that estimates are used, the data presented in this report represent the actual data for 2023.

Estimates and assumptions used in the calculation of power consumption are set out as below:



ABOUT THIS REPORT

REPORTING PRINCIPLES

Where relevant, we obtain the actual power consumption for the year from office building managements and/or utilities bills (refer to “Scope and Reporting Boundaries” above) and apply the latest carbon conversion factor to convert power consumed into estimated carbon dioxide (CO₂) emissions.

Below is the list of conversion factors as at 31 December 2023 used in this ESG report:

COUNTRY	LATEST CONVERSION FACTOR ¹ AS AT 31 DECEMBER 2023	SOURCE
Singapore	0.4168	Energy Market Authority
China	0.5572	Climate Transparency Report 2022
Ireland	0.3304	Sustainable Energy Authority of Ireland
UK	0.1934	gov.uk
USA	0.3580	Climate Transparency Report 2022

The carbon emissions from air travel are obtained from our appointed travel agent(s) directly.

We are not reporting the carbon emissions of our aircraft as we do not have control over the airlines' use of the aircraft. We are also not reporting water consumption as we operated from leased offices where water consumption is not tracked under the rental agreements.

¹ This is a coefficient that is used to convert power consumption into greenhouse gas emissions.

COMPLIANCE WITH THE HKEX ESG REPORTING GUIDE (APPENDIX C2 OF THE HKEX LISTING RULES)¹

DISCLOSURE/KEY PERFORMANCE INDICATORS	RELEVANT SECTION/ PAGE NUMBER/REMARKS WHERE APPLICABLE
GOVERNANCE STRUCTURE	
A statement from the board containing the following elements:	
(i) a disclosure of the board's oversight of ESG issues;	<ul style="list-style-type: none"> • Leadership message p.84 • ESG statement from the Board p.85-p.86
(ii) the board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses); and	<ul style="list-style-type: none"> • Stakeholder engagement p.95-p.97 • Materiality assessment p.98-p.105
(iii) how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses.	<ul style="list-style-type: none"> • Leadership message p.84 • ESG statement from the Board p.85-p.86 • Reducing our direct carbon impact and resource consumption in 2023 p.149-p.151
REPORTING PRINCIPLES	
A description of, or an explanation on, the application of the following Reporting Principles in the preparation of the ESG report:	
Materiality: The ESG report should disclose: (i) the process to identify and the criteria for the selection of material ESG factors; (ii) if a stakeholder engagement is conducted, a description of significant stakeholders identified, and the process and results of the issuer's stakeholder engagement.	<ul style="list-style-type: none"> • Stakeholder engagement p.95-p.97 • Materiality assessment p.98-p.105
Quantitative: Information on the standards, methodologies, assumptions and/or calculation tools used, and source of conversion factors used, for the reporting of emissions/energy consumption (where applicable) should be disclosed.	<ul style="list-style-type: none"> • About this report p.154-p.155
Consistency: The issuer should disclose in the ESG report any changes to the methods or KPIs used, or any other relevant factors affecting a meaningful comparison.	<ul style="list-style-type: none"> • About this report p.154-p.155

¹ Source: Hong Kong Stock Exchange

COMPLIANCE WITH THE HKEX ESG REPORTING GUIDE (APPENDIX C2 OF THE HKEX LISTING RULES)¹

	DISCLOSURE/KEY PERFORMANCE INDICATORS	RELEVANT SECTION/ PAGE NUMBER/REMARKS WHERE APPLICABLE
A. ENVIRONMENTAL		
Aspect A1: Emissions	<p>General Disclosure:</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>Note: Air emissions include NO_x, SO_x, and other pollutants regulated under national laws and regulations.</p> <p>Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. Hazardous wastes are those defined by national regulations.</p>	<ul style="list-style-type: none"> • Our ESG roadmap p.93 • Our approach to climate change p.146 • Transforming our fleet p.147 • Carbon neutral for direct emissions in 2023 p.147 • Reducing Our Direct Carbon Impact and Resource Consumption in 2023 p.149-p.151
	KPI A1.1 The types of emissions and respective emission data	<ul style="list-style-type: none"> • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151 • HKEx ESG KPIs progress report p.152 • ESG performance overview p.153
	KPI A1.2 Direct (Scope 1) and energy indirect (Scope 2) Greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	<ul style="list-style-type: none"> • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151 • HKEx ESG KPIs progress report p.152 • ESG performance overview p.153
	KPI A1.3 Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	<ul style="list-style-type: none"> • Not applicable to our business as we do not manufacture any product • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151

¹ Source: Hong Kong Stock Exchange

COMPLIANCE WITH THE HKEX ESG REPORTING GUIDE (APPENDIX C2 OF THE HKEX LISTING RULES)¹

	DISCLOSURE/KEY PERFORMANCE INDICATORS	RELEVANT SECTION/ PAGE NUMBER/REMARKS WHERE APPLICABLE
	KPI A1.4 Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	<ul style="list-style-type: none"> • Not applicable to our business as we do not manufacture any product • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151
	KPI A1.5 Description of emission target(s) set and steps taken to achieve them.	<ul style="list-style-type: none"> • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151 • HKEx ESG KPIs progress report p.152
	KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	<ul style="list-style-type: none"> • Not applicable to our business as we do not manufacture any product • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151
Aspect A2: Use of Resources	<p>General Disclosure</p> <p>Policies on the efficient use of resources, including energy, water and other raw materials.</p> <p>Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc.</p>	<ul style="list-style-type: none"> • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151
	KPI A2.1 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	<ul style="list-style-type: none"> • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151 • HKEx ESG KPIs progress report p.152 • ESG performance overview p.153
	KPI A2.2 Water consumption in total and intensity (e.g. per unit of production volume, per facility).	<ul style="list-style-type: none"> • Not applicable to our business as we do not manufacture any product • Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151

¹ Source: Hong Kong Stock Exchange

COMPLIANCE WITH THE HKEX ESG REPORTING GUIDE (APPENDIX C2 OF THE HKEX LISTING RULES)¹

	DISCLOSURE/KEY PERFORMANCE INDICATORS	RELEVANT SECTION/ PAGE NUMBER/REMARKS WHERE APPLICABLE
	KPI A2.3 Description of energy use efficiency target(s) set and steps taken to achieve them.	<ul style="list-style-type: none"> Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151 ESG performance overview p.153
	KPI A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	<ul style="list-style-type: none"> Not applicable as we operate from rented office space where most resource consumption is low and not tracked as part of our rental agreements Reducing our direct carbon impact and resource consumption in 2023 p.149–p.151
	KPI A2.5 Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	<ul style="list-style-type: none"> Not applicable to our business as we do not manufacture any product
Aspect A3: The Environment and Natural Resources	<p>General Disclosure</p> <p>Policies on minimising the issuer's significant impacts on the environment and natural resources.</p>	<ul style="list-style-type: none"> Commitment to the United Nations Sustainable Development Goals p.91 Our approach to climate change p.146 Transforming our fleet p.147 Carbon neutral for direct emissions in 2023 p.147
	KPI A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	<ul style="list-style-type: none"> Our approach to climate change p.146 Transforming our fleet p.147 Carbon neutral for direct emissions in 2023 p.147
Aspect A4: Climate Change	<p>General Disclosure</p> <p>Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.</p>	<ul style="list-style-type: none"> Materiality assessment p.98–p.105 Our approach to climate change p.146 Transforming our fleet p.147 Carbon neutral for direct emissions in 2023 p.147
	KPI A4.1 Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	<ul style="list-style-type: none"> Our approach to climate change p.146 Transforming our fleet p.147 Carbon neutral for direct emissions in 2023 p.147

¹ Source: Hong Kong Stock Exchange

COMPLIANCE WITH THE HKEX ESG REPORTING GUIDE (APPENDIX C2 OF THE HKEX LISTING RULES)¹

	DISCLOSURE/KEY PERFORMANCE INDICATORS	RELEVANT SECTION/ PAGE NUMBER/REMARKS WHERE APPLICABLE
B. SOCIAL		
EMPLOYMENT AND LABOUR PRACTICES		
Aspect B1: Employment	<p>General Disclosure:</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p>	<ul style="list-style-type: none"> • Building an inclusive culture, p. 107 • Integrated talent strategy, p.107 • Attracting and retaining talent p.117 • A safe and healthy workplace p.118 • Labour standards p.119 • Grievance management p.120
	KPI B1.1 Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region	<ul style="list-style-type: none"> • Workforce diversity p.121–p.123
	KPI B1.2 Employee turnover rate by gender, age group and geographical region.	<ul style="list-style-type: none"> • Workforce diversity p.121–p.123
Aspect B2: Health and Safety	<p>General Disclosure:</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to providing a safe working environment and protecting employees from occupational hazards.</p>	<ul style="list-style-type: none"> • A safe and healthy workplace p.118 • Labour standards p.114
	KPI B2.1 Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	<ul style="list-style-type: none"> • ESG performance overview p.153
	KPI B2.2 Lost days due to work injury.	<ul style="list-style-type: none"> • ESG performance overview p.153
	KPI B2.3 Description of occupational health and safety measures adopted, and how they are implemented and monitored.	<ul style="list-style-type: none"> • A safe and healthy workplace p.118

¹ Source: Hong Kong Stock Exchange

COMPLIANCE WITH THE HKEX ESG REPORTING GUIDE (APPENDIX C2 OF THE HKEX LISTING RULES)¹

	DISCLOSURE/KEY PERFORMANCE INDICATORS	RELEVANT SECTION/PAGE NUMBER/REMARKS WHERE APPLICABLE
Aspect B3: Development and Training	<p>General Disclosure:</p> <p>Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.</p> <p>Note: Training refers to vocational training. It may include internal and external courses paid by the employer.</p>	<ul style="list-style-type: none"> Professional development and education, p.109 Training and development p.112–p.113 CEO Circle, p.114 Coaching culture, p.114
	KPI B3.1 The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	<ul style="list-style-type: none"> Training and development p.112–p.113
	KPI B3.2 The average training hours completed per employee by gender and employee category	<ul style="list-style-type: none"> Training and development p.112–p.113
Aspect B4: Labour Standards	<p>General Disclosure:</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to preventing child and forced labour.</p>	<ul style="list-style-type: none"> Labour standards p.119
	KPI B4.1 Description of measures to review employment practices to avoid child and forced labour.	<ul style="list-style-type: none"> Labour standards p.119
	KPI B4.2 Description of steps taken to eliminate such practices when discovered.	<ul style="list-style-type: none"> Labour standards p.119
OPERATING PRACTICES		
Aspect B5: Supply Chain Management	<p>General Disclosure</p> <p>Policies on managing environmental and social risks of the supply chain.</p>	<ul style="list-style-type: none"> Supply chain management p.142–p.143
	KPI B5.1 Number of suppliers by geographical region	<ul style="list-style-type: none"> Supply chain management p.142–p.143
	KPI B5.2 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	<ul style="list-style-type: none"> Supply chain management p.142–p.143

¹ Source: Hong Kong Stock Exchange

COMPLIANCE WITH THE HKEX ESG REPORTING GUIDE (APPENDIX C2 OF THE HKEX LISTING RULES)¹

	DISCLOSURE/KEY PERFORMANCE INDICATORS	RELEVANT SECTION/ PAGE NUMBER/REMARKS WHERE APPLICABLE
	KPI B5.3 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	<ul style="list-style-type: none"> Supply chain management p.142–p.143
	KPI B5.4 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	<ul style="list-style-type: none"> Supply chain management p.142–p.143
Aspect B6: Product Responsibility	<p>General Disclosure:</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p>	<ul style="list-style-type: none"> Not applicable to our business as we do not manufacture any product Data protection and privacy p.140 Product responsibility p.144
	KPI B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.	<ul style="list-style-type: none"> Not applicable to our business as we do not manufacture any product Product responsibility p.144
	KPI B6.2 Number of products and service related complaints received and how they are dealt with.	<ul style="list-style-type: none"> Not applicable to our business as we do not manufacture any product Product responsibility p.144
	KPI B6.3 Description of practices relating to observing and protecting intellectual property rights.	<ul style="list-style-type: none"> Not applicable to our business as we do not manufacture any product Product responsibility p.144
	KPI B6.4 Description of quality assurance process and recall procedures.	<ul style="list-style-type: none"> Not applicable to our business as we do not manufacture any product Product responsibility p.144
	KPI B6.5 Description of consumer data protection and privacy policies, and how they are implemented and monitored.	<ul style="list-style-type: none"> Data protection and privacy p.140 Product responsibility p.144

¹ Source: Hong Kong Stock Exchange

COMPLIANCE WITH THE HKEX ESG REPORTING GUIDE (APPENDIX C2 OF THE HKEX LISTING RULES)¹

	DISCLOSURE/KEY PERFORMANCE INDICATORS	RELEVANT SECTION/ PAGE NUMBER/REMARKS WHERE APPLICABLE
Aspect B7: Anti-corruption	General Disclosure: Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	<ul style="list-style-type: none"> • Compliance p.136 • Anti-corruption p.137 • Anti-bribery p.137 • Anti-money laundering p.138
	KPI B7.1 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	<ul style="list-style-type: none"> • Compliance p.136 • Anti-corruption p.137 • Anti-bribery p.137
	KPI B7.2 Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	<ul style="list-style-type: none"> • Whistleblowing p.139
	KPI B7.3 Description of anti-corruption training provided to directors and staff.	<ul style="list-style-type: none"> • Compliance p.136 • Anti-corruption p.137
Aspect B8: Community Investment	General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	<ul style="list-style-type: none"> • 2023 ESG highlights p.90 • Caring for our community p. 125 - 129
	KPI B8.1 Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	<ul style="list-style-type: none"> • 2023 ESG highlights p.90 • Investment in the community p.125 • Having a direct impact on our communities p.126 • ESG performance overview p.153
	KPI B8.2 Resources contributed (e.g. money or time) to the focus area	<ul style="list-style-type: none"> • 2023 ESG highlights p.90 • Investment in the community p.125 • Having a direct impact on our communities p.126

¹ Source: Hong Kong Stock Exchange

CORPORATE INFORMATION

As at 19 April 2024

BOARD OF DIRECTORS

Vice Chairman
ZHANG Xiaolu*

Directors
Steven Matthew TOWNEND
CHEN Jing*
JIN Hongju*
LI Ke*
LIU Yunfei*
Robert James MARTIN*
DAI Deming#
FU Shula#
Antony Nigel TYLER#
YEUNG Yin Bernard#

* Non-executive Directors

Independent Non-executive Directors

SENIOR MANAGEMENT

Chief Executive Officer and Managing Director
Steven Matthew TOWNEND

Chief Financial Officer
WU Jianguang

Chief Operating Officer
Thomas CHANDLER

*Chief Commercial Officer
(Asia-Pacific and the Middle East)*
DENG Lei

*Chief Commercial Officer
(Europe, Americas and Africa)*
Paul KENT

COMPANY SECRETARY

LIM Zi Yuan

PRINCIPAL PLACE OF BUSINESS AND REGISTERED OFFICE

79 Robinson Road
#15-01
Singapore 068897

PLACE OF BUSINESS IN HONG KONG

5/F Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

INDEPENDENT AUDITOR

Recognised Public Interest Entity Auditor
PricewaterhouseCoopers LLP

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

CREDIT RATINGS

Fitch Ratings
S&P Global Ratings

STOCK CODES

Ordinary shares:	
The Stock Exchange of Hong Kong Limited	2588
Reuters	2588.HK
Bloomberg	2588 HK

WEBSITE

www.bocaviation.com

DEFINITIONS

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

TERMS

MEANINGS

“AGM”	The annual general meeting of the Company to be held for the purpose of, among others, approving the audited financial statements for the financial year ended 31 December 2023. The meeting will be held on 30 May 2024
“Airbus”	Airbus S.A.S., a société par actions simplifiée duly created and existing under French law
“Annual Report”	The annual report of the Company for the financial year ended 31 December 2023 which contains, among others, the audited financial statements for the financial year ended 31 December 2023 and the Directors’ Statement
“Board”	The board of Directors of the Company
“Board Committees”	The five sub-committees of the Board comprising the Audit Committee, the Remuneration Committee, the Nomination Committee, the Strategy and Budget Committee and the Risk Committee
“BOC” or “Bank of China”	Bank of China Limited (中國銀行股份有限公司), a joint stock limited company incorporated in the PRC on 26 August 2004, the H-shares and A-shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange, respectively, the ultimate controlling shareholder of the Company and a connected person of the Company under the Listing Rules
“BOC Group”	BOC and its subsidiaries (excluding the Group)
“BOCGI”	Bank of China Group Investment Limited (中銀集團投資有限公司), a company incorporated in Hong Kong with limited liability on 11 December 1984, a wholly-owned subsidiary of BOC, a controlling shareholder of the Company and a connected person of the Company under the Listing Rules
“BOCHK”	Bank of China (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability on 16 October 1964, a wholly-owned subsidiary of BOCHK Holdings and an associate of a connected person of the Company under the Listing Rules

DEFINITIONS

“BOCHK Holdings”	BOC Hong Kong (Holdings) Limited (中銀香港(控股)有限公司), a company incorporated in Hong Kong with limited liability on 12 September 2001, the shares of which are listed on the Stock Exchange, a subsidiary of BOC and a connected person of the Company under the Listing Rules
“BOCHK Holdings Group”	BOCHK Holdings and its subsidiaries
“Boeing”	The Boeing Company, a corporation organised and existing under the General Corporation Law of the State of Delaware, U.S.A., and its affiliates
“Company” or “BOC Aviation”	BOC Aviation Limited, a company incorporated under the laws of Singapore with limited liability and listed on the Stock Exchange which, together with its subsidiaries, is engaged in aircraft leasing, aircraft purchase and sale and related business
“Constitution”	The constitution of the Company approved on 12 May 2016 which became effective on the Listing Date
“Corporate Governance Code”	Appendix C1 (<i>Corporate Governance Code</i>) to the Listing Rules
“Dealing Policy”	The Directors’/Chief Executive Officer’s Dealing Policy adopted by the Board on 12 May 2016
“Director(s)”	The director(s) of the Company
“Group”	The Company together with its subsidiaries
“HKD”, “HK\$” or “HK Dollar”	The lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“IPO”	The initial public offering of the Company the details of which can be found in the prospectus of the Company dated 19 May 2016
“Listing Date”	1 June 2016, being the date on which the Shares of the Company were first listed for trading on the Stock Exchange

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Model Code”	The Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules
“NBV”	Net book value
“NPAT”	Net profit after tax
“Operating cash flow net of interest”	Net cash flow from operating activities less finance expenses paid
“RSU Plan”	Collectively, the BOC Aviation Limited Restricted Share Unit Long Term Incentive Plans adopted by the Company on 18 December 2017 covering awards for the period from 2017 to 2021 (inclusive) and on 28 February 2023 covering awards for the period from 2022 to 2025 (inclusive)
“Senior Management”	Chief Executive Officer and Managing Director, Chief Financial Officer, Chief Operating Officer, Chief Commercial Officer (Asia-Pacific and the Middle East) and Chief Commercial Officer (Europe, Americas and Africa)
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shareholder”	A holder of Shares
“Shares”	Ordinary shares in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”, “US\$” or “US Dollar”	The lawful currency of the United States of America

**BOC AVIATION LIMITED AND
ITS SUBSIDIARY COMPANIES**

(Incorporated in Singapore. Registration No. 199307789K)

FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

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DIRECTORS' STATEMENT

For the financial year ended 31 December 2023

The directors present their statement to the members together with the audited consolidated financial statements of BOC Aviation Limited (the "Company") and its subsidiary companies (collectively, the "Group") and the statement of financial position of the Company for the financial year ended 31 December 2023.

1. Opinion of the directors

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

The directors of the Company in office at the date of this statement are as follows:

Liu Jin	Chairman and Non-Executive Director (appointed on 24 April 2023)
Zhang Xiaolu	Vice-Chairman and Deputy Managing Director
Steven Matthew Townend	Managing Director and Chief Executive Officer (appointed on 1 January 2024)
Chen Jing	Non-executive Director
Jin Hongju	Non-executive Director (appointed on 16 November 2023)
Li Ke	Non-executive Director (appointed on 16 November 2023)
Robert James Martin	Non-executive Director
Wang Xiao	Non-executive Director
Dai Deming	Independent Non-executive Director
Fu Shula	Independent Non-executive Director
Antony Nigel Tyler	Independent Non-executive Director
Yeung Yin Bernard	Independent Non-executive Director

3. Arrangements to enable directors to acquire shares and debentures

Except for the "Restricted Share Unit Long Term Incentive Plan" disclosed in section 4 below, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares, options and debentures of the Company or any other body corporate.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2023

4. Restricted Share Unit Long Term Incentive Plan

The Company has in place a Restricted Share Unit Long Term Incentive Plan (the "RSU Plan") for certain employees. The first RSU Plan was adopted on 18 December 2017 governing the awards for the financial years 2017 to 2021 (inclusive) and will terminate in December 2024 when the final awards have vested. The second RSU Plan was adopted on 28 February 2023 governing the awards for financial years 2022 to 2025 (inclusive) and will terminate in either April 2029 or (depending on the satisfaction of certain conditions) April 2030 when the final awards have vested. The purpose of the RSU Plan is to attract skilled and experienced management and professional employees, to motivate and reward them to maximise profit and long-term investment returns for shareholders by providing them with the opportunity to acquire equity interests in the Company, thereby aligning the respective interests of employees and shareholders.

Eligible participants of the RSU Plan are selected employees (including executive directors) of the Company or any of its subsidiary companies. An independent trustee purchases shares of the Company from the market and holds such shares on trust in accordance with the rules of the RSU Plan. The RSU Plan does not involve any issue of new shares by the Company.

5. Directors' interests in shares and debentures

The following directors who held office at the end of the financial year had, according to the register required to be kept under Section 164 of the Singapore Companies Act 1967, interests in shares of the Company or of related companies as stated below:

Name of director	At the beginning of financial year	At the end of financial year
Ordinary shares:		
Robert James Martin	616,243	697,654
Zhang Xiaolu	–	44,409
Restricted share units granted by the Company but not yet vested:		
Robert James Martin	185,433	248,397
Zhang Xiaolu	110,606	143,387

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares of the Company or of related companies either at the beginning of the financial year, or date of appointment if appointed during the financial year, or at the end of the financial year.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2023

6. Audit Committee

The members of the Audit Committee at the date of this statement are as follows:

Dai Deming	Chairman, Independent Non-executive Director
Antony Nigel Tyler	Independent Non-executive Director
Fu Shula	Independent Non-executive Director
Chen Jing	Non-executive Director
Jin Hongju	Non-executive Director

The Audit Committee reviews the Group's statutory financial statements, and the Independent Auditor's Report thereon, with the auditor.

The Audit Committee may examine any aspect of the Group's financial affairs it deems appropriate and also reviews the Group's internal controls over its internal and external exposures to risks including operational, credit, market, legal and regulatory risks. It will keep under review the Group's system of accounting and internal financial controls, for which the directors are responsible.

The Audit Committee has full access to, and the co-operation of, the Group's management and has full discretion to invite any director or executive officer to its meetings. The Chief Financial Officer, the Head of Accounting and Reporting and the Head of Internal Audit will normally attend meetings and the auditor will have unrestricted access to the Audit Committee. The Audit Committee has reasonable resources available to enable it to discharge its functions properly and may require the Company to appoint third parties to undertake independent audits of specific areas as it deems appropriate.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES

DIRECTORS' STATEMENT

For the financial year ended 31 December 2023

7. Auditor

PricewaterhouseCoopers LLP has expressed its willingness to accept reappointment as auditor. The appointment is subject to shareholders' approval at the forthcoming Annual General Meeting.

On behalf of the Board of Directors:

Liu Jin
Director

Steven Matthew Townend
Director

Singapore
14 March 2024

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOC AVIATION LIMITED

Report on the audit of the financial statements

Our Opinion

In our opinion, the accompanying consolidated financial statements of BOC Aviation Limited ("the Company") and its subsidiaries ("the Group") and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 ("the Act"), International Financial Reporting Standards ("IFRSs") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

We have audited the financial statements of the Company and the Group which comprise the consolidated statement of profit or loss of the Group for the financial year ended 31 December 2023; the consolidated statement of comprehensive income of the Group for the financial year then ended; the consolidated statement of financial position of the Group as at 31 December 2023; the statement of financial position of the Company as at 31 December 2023; the consolidated statement of changes in equity of the Group for the financial year then ended; the consolidated statement of cash flows of the Group for the financial year then ended; and the notes to the financial statements, including a summary of material accounting policies.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

Our Audit Approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOC AVIATION LIMITED

Key Audit Matter

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the financial statements for the financial year ended 31 December 2023. The matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Carrying value of property, plant and equipment – aircraft

As at 31 December 2023, the carrying value of aircraft in property, plant and equipment was US\$19,054 million (refer to Note 13), representing approximately 79% of the Group's total assets. During the year ended 31 December 2023, the Group has recognised an impairment loss of US\$8.8 million, which represents the write-down of the carrying amount of affected aircraft to the estimated recoverable amount in accordance with the requirements of IAS36/ SFRS(I) 1-36 *Impairment of Assets*.

We focused on the carrying value of the aircraft because the impairment assessment involved the use of significant judgement and estimation by management as disclosed in Note 3.2(b) to the financial statements. The recoverable amount attributable to each aircraft is determined as being the higher of the fair value less costs of disposal and the value in use of the aircraft. The recoverable amount is compared to the carrying value of the aircraft in order to determine whether an impairment exists.

The fair value is determined by reference to independent aircraft valuation reports provided by external appraisers.

The value in use is determined by calculating the estimated future cash flows expected to be generated by the asset discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

We obtained an understanding of management's impairment model and key assumptions. We reviewed management's assessment of indicators of impairment, if any, and also performed audit procedures, including:

- We validated, on a sample basis, the fair value of aircraft held for lease to independent aircraft valuation reports or other supporting evidence.
- We validated, on a sample basis, the value in use calculation against lease agreements, independent aircraft valuation or other supporting evidence.
- We evaluated the competence, capabilities and objectivity of the external appraisers who provided the independent aircraft valuation reports.
- We verified the accuracy of the impairment assessment by re-performing the mathematical calculations.
- We assessed the reasonableness of the discount rate used in the value in use calculation.
- We performed sensitivity analyses over the discount rate used in the value in use calculation.

Based on these procedures, we consider that management's impairment assessment is appropriate.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOC AVIATION LIMITED

Other Information

Management is responsible for the other information. The other information comprises the information in the Group's Annual Report but does not include the financial statements and our auditor's report thereon. We have obtained all of the other information prior to the date of this auditor's report, except for the Environmental, Social and Governance Report ("the Other Sections"), which is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Other Sections, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and take appropriate actions in accordance with ISAs.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act, IFRSs and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOC AVIATION LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine the matter that was of most significance in the audit of the financial statements of the current period and is therefore the key audit matter. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOC AVIATION LIMITED

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Antony Eldridge.

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore

14 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the financial year ended 31 December 2023

	Note	Group	
		2023 US\$'000	2022 US\$'000
Revenues and other income			
Lease rental income	43(a)	1,911,033	1,784,461
Interest income from finance leases	37(b)	68,951	40,697
Other interest and fee income	4	86,182	96,123
		2,066,166	1,921,281
<i>Other sources of income:</i>			
Net gain on sale of aircraft	5	77,848	63,867
Income arising from termination of leases*		–	222,876
Other income	6	317,256	99,028
		2,461,270	2,307,052
Costs and expenses			
Depreciation of property, plant and equipment	13	795,389	786,084
Finance expenses	7	636,361	483,661
Amortisation of deferred debt issue costs	8	20,878	26,615
Staff costs	9	67,741	49,122
Marketing and travelling expenses		6,122	5,058
Impairment of aircraft [^]	13	8,800	855,991
(Write-back of)/Impairment losses on financial assets	15	(2,879)	1,235
Other operating expenses	11	68,301	69,790
		(1,600,713)	(2,277,556)
Profit before income tax		860,557	29,496
Income tax expense	12	(96,655)	(9,436)
Profit for the year attributable to owners of the Company		763,902	20,060
Earnings per share attributable to owners of the Company:			
Basic earnings per share (US\$)	42	1.10	0.03
Diluted earnings per share (US\$)	42	1.10	0.03

* Income arising from termination of leases for 2022 was in respect of termination of leases of 17 aircraft with Russian airlines.

[^] Impairment of aircraft for 2022 includes asset write-down of US\$791.3 million in respect of the net book value of 17 aircraft in Russia.

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2023

		Group	
	Note	2023	2022
		US\$'000	US\$'000
Profit for the year		763,902	20,060
Other comprehensive income for the year, net of tax:			
<i>Items that may be reclassified subsequently to statement of profit or loss:</i>			
Effective portion of changes in fair value of cash flow hedges, net of tax	30	19,241	83,081
Net change in fair value of cash flow hedges reclassified to profit or loss, net of tax	30	(34,991)	16,727
Total comprehensive income for the year attributable to owners of the Company		748,152	119,868

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Note	Group	
		2023 US\$'000	2022 US\$'000
Non-current assets			
Property, plant and equipment	13	20,765,160	20,628,570
Derivative financial instruments	14	14,083	12,567
Finance lease receivables	37(b)	2,380,547	413,194
Trade receivables	15	98,780	98,334
Other receivables	16	64,400	62,298
Deferred income tax assets	27	193	159
Other non-current assets		15,181	11,045
		23,338,344	21,226,167
Current assets			
Trade receivables	15	18,584	64,933
Prepayments		2,284	1,469
Derivative financial instruments	14	569	10,724
Finance lease receivables	37(b)	123,555	229,909
Other receivables	16	284,393	132,765
Income tax receivables		540	664
Short-term deposits	17	308,796	306,707
Cash and bank balances	18	83,679	90,159
Other current assets		8,867	7,878
		831,267	845,208
Total assets		24,169,611	22,071,375
Current liabilities			
Derivative financial instruments	14	7,445	–
Trade and other payables	20	166,622	146,398
Deferred income	21	93,953	123,856
Income tax payables		301	1,328
Loans and borrowings	22	3,094,676	2,420,180
Lease liabilities	23	2,504	2,516
Security deposits	25	36,193	24,798
		3,401,694	2,719,076
Net current liabilities		(2,570,427)	(1,873,868)
Total assets less current liabilities		20,767,917	19,352,299

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
**CONSOLIDATED STATEMENT OF
FINANCIAL POSITION (CONTINUED)**
As at 31 December 2023

		Group	
	Note	2023 US\$'000	2022 US\$'000
Non-current liabilities			
Derivative financial instruments	14	18,668	19,949
Loans and borrowings	22	13,415,816	12,701,485
Lease liabilities	23	12,015	14,138
Security deposits	25	150,048	148,121
Deferred income	21	69,195	45,694
Maintenance reserves	26	693,370	645,116
Deferred income tax liabilities	27	647,250	557,596
Other non-current liabilities	28	13,093	18,101
		<u>15,019,455</u>	<u>14,150,200</u>
Total liabilities		<u>18,421,149</u>	<u>16,869,276</u>
Net assets		<u>5,748,462</u>	<u>5,202,099</u>
Equity attributable to owners of the Company			
Share capital	29	1,157,791	1,157,791
Retained earnings		4,582,434	4,020,130
Statutory reserves		1,178	913
Share-based compensation reserves		7,597	8,053
Hedging reserves	30	(538)	15,212
		<u>5,748,462</u>	<u>5,202,099</u>
Total equity		<u>5,748,462</u>	<u>5,202,099</u>
Total equity and liabilities		<u>24,169,611</u>	<u>22,071,375</u>

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
STATEMENT OF FINANCIAL POSITION
As at 31 December 2023

	Note	Company	
		2023 US\$'000	2022 US\$'000
Non-current assets			
Property, plant and equipment	13	11,343,144	11,705,169
Derivative financial instruments	14	14,083	12,567
Finance lease receivables	37(b)	595,131	413,194
Trade receivables	15	18,895	21,197
Other receivables	16	16,431	7,831
Amounts due from subsidiary companies	33	2,783,250	2,293,600
Investments in subsidiary companies	34	747,139	747,140
Other non-current assets		13,018	9,243
		15,531,091	15,209,941
Current assets			
Trade receivables	15	10,742	57,851
Prepayments		2,087	1,338
Derivative financial instruments	14	569	10,724
Finance lease receivables	37(b)	24,728	229,909
Other receivables	16	31,081	21,502
Short-term deposits	17	171,095	38,577
Cash and bank balances	18	26,619	40,769
Other current assets		6,761	6,866
		273,682	407,536
Total assets		15,804,773	15,617,477
Current liabilities			
Derivative financial instruments	14	7,445	–
Trade and other payables	20	149,067	150,407
Deferred income	21	52,621	82,883
Loans and borrowings	22	1,890,379	2,013,081
Security deposits	25	10,000	–
Lease liabilities	23	1,798	1,818
Lease liabilities to subsidiary companies	32	–	45,427
		2,111,310	2,293,616
Net current liabilities		(1,837,628)	(1,886,080)
Total assets less current liabilities		13,693,463	13,323,861

STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2023

	Note	Company	
		2023 US\$'000	2022 US\$'000
Non-current liabilities			
Derivative financial instruments	14	18,668	19,949
Loans and borrowings	22	9,468,007	9,221,864
Security deposits	25	89,207	83,452
Deferred income	21	37,667	27,465
Maintenance reserves	26	332,181	339,488
Deferred income tax liabilities	27	180,955	160,956
Lease liabilities	23	10,395	11,986
Lease liabilities to subsidiary companies	32	–	30,758
Other non-current liabilities	28	15,037	15,043
		10,152,117	9,910,961
Total liabilities		12,263,427	12,204,577
Net assets		3,541,346	3,412,900
Equity attributable to owners of the Company			
Share capital	29	1,157,791	1,157,791
Retained earnings		2,375,814	2,234,909
Share-based compensation reserves		7,036	6,652
Hedging reserves	30	705	13,548
Total equity		3,541,346	3,412,900
Total equity and liabilities		15,804,773	15,617,477

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2023

	Note	Attributable to owners of the Company					Total equity US\$'000
		Share capital US\$'000	Retained earnings US\$'000	Statutory reserves* US\$'000	Share-based compensation reserves US\$'000	Hedging reserves US\$'000	
At 1 January 2022		1,157,791	4,182,119	834	9,766	(84,596)	5,265,914
Profit for the year		–	20,060	–	–	–	20,060
Transfers to statutory reserves		–	(79)	79	–	–	–
Other comprehensive income for the year, net of tax	30	–	–	–	–	99,808	99,808
Total comprehensive income for the year		–	19,981	79	–	99,808	119,868
Transactions with owners of the Company:							
Dividends	35	–	(181,970)	–	–	–	(181,970)
Amortisation of share-based compensation	9	–	–	–	8,749	–	8,749
Restricted Share Units – amount vested		–	–	–	(10,462)	–	(10,462)
At 31 December 2022 and 1 January 2023		1,157,791	4,020,130	913	8,053	15,212	5,202,099
Profit for the year		–	763,902	–	–	–	763,902
Transfers to statutory reserves		–	(265)	265	–	–	–
Other comprehensive income for the year, net of tax	30	–	–	–	–	(15,750)	(15,750)
Total comprehensive income for the year		–	763,637	265	–	(15,750)	748,152
Transactions with owners of the Company:							
Dividends	35	–	(201,333)	–	–	–	(201,333)
Amortisation of share-based compensation	9	–	–	–	7,381	–	7,381
Restricted Share Units – amount vested		–	–	–	(7,837)	–	(7,837)
At 31 December 2023		1,157,791	4,582,434	1,178	7,597	(538)	5,748,462

* In accordance with statutory requirements in China and France, each subsidiary company in these countries is required to make appropriation of a certain percentage of its annual profit after tax to a statutory reserve until a statutory limit is reached.

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2023

	Note	Group 2023 US\$'000	Group 2022 US\$'000
Cash flows from operating activities:			
Profit before income tax		860,557	29,496
Adjustments for:			
Depreciation of property, plant and equipment	13	795,389	786,084
Impairment of aircraft	13	8,800	855,991
Amortisation of deferred debt issue costs	8	20,878	26,615
Amortisation of share-based compensation	9	7,381	8,749
Interest income from finance leases	37(b)	(68,951)	(40,697)
Other interest and fee income	4	(86,182)	(96,123)
Net gain on sale of aircraft	5	(77,848)	(63,867)
Finance expenses	7	636,361	483,661
Income arising from termination of leases		–	(222,876)
(Write-back of)/Impairment losses on financial assets	15	(2,879)	1,235
Other income		(41,658)	(49,575)
Operating profit before working capital changes		2,051,848	1,718,693
(Increase)/Decrease in receivables		(33,109)	1,780
Decrease in payables		(9,313)	(74,773)
Increase in maintenance reserves, net		94,942	127,352
(Decrease)/Increase in deferred income		(7,131)	28,483
Cash generated from operations		2,097,237	1,801,535
Security deposits received, net		14,051	79,447
Lease transaction closing costs paid		(965)	(466)
Income tax paid, net		(6,769)	(8,613)
Interest and fee income received		179,647	136,649
Net cash flows from operating activities		2,283,201	2,008,552
Cash flows from investing activities:			
Purchase of property, plant and equipment		(1,669,955)	(1,207,989)
Purchase of aircraft classified as finance lease		(1,970,200)	–
Proceeds from sale of property, plant and equipment		808,066	1,309,190
Refund of pre-delivery payments by airlines		30,075	91,835
Net cash flows (used in)/from investing activities		(2,802,014)	193,036

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the financial year ended 31 December 2023

	Note	Group 2023 US\$'000	2022 US\$'000
Cash flows from financing activities:			
Proceeds from loans and borrowings		3,335,000	1,685,000
Repayment of loans and borrowings		(2,449,601)	(3,108,391)
Increase/(Decrease) in borrowings from revolving credit facilities, net		505,000	(185,000)
Repayment of lease liabilities		(3,384)	(2,902)
Finance expenses paid		(639,794)	(492,019)
Debt issue costs paid		(31,466)	(5,536)
Dividends paid	35	(201,333)	(181,970)
Decrease/(Increase) in cash and bank balances - encumbered		4,299	(3,742)
Net cash flows from/(used in) financing activities		518,721	(2,294,560)
Net decrease in cash and cash equivalents		(92)	(92,972)
Cash and cash equivalents at beginning of year		391,913	484,885
Cash and cash equivalents at end of year	31	391,821	391,913

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

1. Corporate information

BOC Aviation Limited (the “Company”) is a public company limited by shares and is listed on the main board of The Stock Exchange of Hong Kong Limited. The Company’s majority shareholder is Sky Splendor Limited, which is incorporated in the Cayman Islands. The shareholder of Sky Splendor Limited is Bank of China Group Investment Limited, incorporated in Hong Kong and owned by Bank of China Limited, incorporated in the People’s Republic of China (“PRC”). Bank of China Limited is majority owned by Central Huijin Investment Limited (“Central Huijin”), which is incorporated in the PRC. Central Huijin is a wholly owned subsidiary of China Investment Corporation (“CIC”), which is a wholly state-owned company in the PRC.

The registered address of the Company is 79 Robinson Road, #15-01, Singapore 068897.

The principal activities of the Company, which are conducted in Singapore, are the leasing of aircraft, management of aircraft leases and other related activities. The subsidiary companies are primarily engaged in the leasing of aircraft and other related activities as disclosed in Note 34.

2. Summary of material accounting policies

2.1 Basis of presentation and preparation

As at 31 December 2023, the Group’s and the Company’s current liabilities exceeded its current assets by US\$2,570.4 million (2022: US\$1,873.9 million) and US\$1,837.6 million (2022: US\$1,886.1 million), respectively. The financial statements have been prepared on a going concern basis as management is reasonably confident that after taking into account cash generated by the Group and unutilised committed banking facilities, the Group will have sufficient resources to pay its debts as and when they fall due.

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) as issued by the International Accounting Standards Board and are also prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)s”) as issued by the Singapore Accounting Standards Council.

The financial statements have been prepared on a historical cost convention, except as disclosed in the accounting policies and explanatory notes below. The financial statements are presented in the United States Dollar (“US\$” or “US Dollar”), which is the functional currency of the Company, and all values are rounded to the nearest thousand (US\$’000), except when otherwise indicated. Where necessary, comparative information has been re-represented to conform with the presentation in the current year.

The preparation of financial statements in conformity with IFRS and SFRS(I) requires management to exercise its judgement in the process of applying the Group’s accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where estimates and assumptions are significant to the financial statements, are disclosed in Note 3.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all new and revised standards which are effective for annual periods beginning on or after 1 January 2023.

The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company for the current or prior financial years.

In the current financial year, the Group adopted the Amendments to IAS 12/SFRS(I) 1-12: International Tax Reform – Pillar Two Model Rules which include:

- a mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation.

Pillar Two legislation was enacted in the United Kingdom on 11 July 2023 and in Ireland on 18 December 2023, introducing a global minimum effective tax rate of 15%. The legislation implements a domestic top-up tax and a multinational top-up tax, effective for financial years beginning on or after 31 December 2023. Since the Pillar Two legislation was not effective at the reporting date, the Group has no related current tax exposure. The Group has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to top-up income taxes.

The Group is in the process of assessing its exposure to the Pillar Two legislation for when it comes into effect. Due to the complexities in applying the legislation and calculating the Global Anti-Base Erosion income, the quantitative impact of the enacted legislation is not yet reasonably estimated. The Group is currently engaged with tax specialists to assist them in applying the legislation.

The Group has not adopted the following new or amended standards which have been issued and are relevant to the Group, but not yet effective:

Standards	Applicable for financial year beginning on or after
Amendments to IAS 1/SFRS(I) 1-1 on Presentation of Financial Statements: Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to IAS 1/SFRS(I) 1-1 on Presentation of Financial Statements: Non-current Liabilities with Covenants	1 January 2024
Amendment to IFRS 16/SFRS(I) 16 on Leases: Lease Liability in a Sale and Leaseback	1 January 2024

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.2 Changes in accounting policies (cont'd)

Based on a preliminary assessment using currently available information, the Group does not expect the adoption of the above standards to have a material impact on the financial statements in the period of initial application. These preliminary assessments may be subject to changes arising from ongoing analyses when the Group adopts the standards. The Group plans to adopt the above standards on the effective date.

2.3 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary companies as at 31 December 2023. The financial statements of the subsidiary companies used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to transactions and events in similar circumstances.

All significant balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiary companies are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2.4 Functional and foreign currency

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured based on the currency of the primary economic environment in which the entity generates revenues and incurs costs ("functional currency"). Refer to Note 2.1 for details on the presentation currency.

(b) Foreign currency transactions

Transactions in foreign currencies are measured at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of each year. Exchange differences arising from the translation of monetary assets and liabilities are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.5 Property, plant and equipment

(a) Aircraft

Aircraft on operating lease to airline customers and aircraft off-lease at year end are included under property, plant and equipment and initially recorded at cost. Such costs include borrowing costs that are directly attributable to the acquisition of the aircraft prior to delivery. Subsequent to recognition, aircraft are stated at cost less accumulated depreciation and accumulated impairment loss. Modifications and all other costs associated with placing the aircraft in service are capitalised. The cost of aircraft is stated net of applicable manufacturers' credits. Expenditure for additions and improvements is capitalised. Expenditure for maintenance and repairs, unless drawn from maintenance reserves, is charged to profit or loss when incurred.

The carrying values of aircraft are reviewed for impairment at the end of each reporting period or when events or changes in circumstances indicate that the carrying values may not be recoverable.

(b) Aircraft pre-delivery payments

Pre-delivery payments are recognised at cost under property, plant and equipment when payments are made for aircraft under construction and are not depreciated.

(c) Other plant and equipment

Other plant and equipment comprises office renovations, furniture, fittings and office equipment which are initially recognised at cost. Subsequent to recognition, these assets are stated at cost, less accumulated depreciation and accumulated impairment loss. Cost comprises purchase price and any directly attributable costs of bringing the asset to working condition for its intended use. Expenditure for additions and improvements is capitalised. Expenditure for maintenance and repairs is charged to profit or loss when incurred.

(d) Right-of-use assets

At the commencement date of the lease, the Group and the Company recognise right-of-use assets representing the right to use the underlying asset during the lease term. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

The right-of-use assets are subject to impairment. Refer to Note 2.7 for the accounting policy.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.5 Property, plant and equipment (cont'd)

(e) Depreciation

Aircraft are depreciated on a straight-line basis from the date of manufacture over 25 years with 15% residual value at the end of the 25th year for the first 12 years. The remaining value at the end of the 12th year is depreciated using a straight-line basis over the remaining 13 years with no residual value.

Depreciation on other plant and equipment are calculated using the straight-line method to allocate the depreciable amounts over their estimated useful lives. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The estimated useful lives of such property, plant and equipment are as follows:

Office renovations	- 8 to 10 years
Furniture, fittings and office equipment	- 1 to 3 years
Right-of-use asset - Office and facilities spaces	- 1 to 10 years

Fully depreciated assets are retained in the financial statements until they are no longer in use.

The residual values, useful life and depreciation method are reviewed at each year end and adjusted prospectively, if appropriate, to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

(f) Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

2.6 Assets held for sale

Assets classified as held for sale are measured at the lower of their carrying amounts and fair value less costs to sell. Assets are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use and the sale is highly probable. Assets classified as held for sale are not depreciated. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.7 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use and is determined for an individual asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased carrying amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.8 Subsidiary companies

A subsidiary company is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. In structured entities, the ability to control does not come from holding the majority of voting shares, but rather from contractual agreements. Entities are consolidated from the time that the ability to control begins and cease to be consolidated when the ability to control ends.

In the Company's separate financial statements, investments in subsidiary companies are accounted for at cost less impairment losses.

2. Summary of material accounting policies (cont'd)

2.9 Financial instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group's financial assets are categorised as either financial assets at fair value through profit or loss or financial assets measured at amortised cost at initial recognition. The classification depends on the Group's business model for managing financial assets as well as the contractual terms of the cash flows of the financial asset.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

All purchases and sales of financial assets are recognised or derecognised on the trade date which is the date that the Group commits to purchase or sell the asset.

Subsequent measurement

(i) Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

(ii) Financial assets measured at amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for financial assets is recognised in profit or loss.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.9 Financial instruments (cont'd)

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group's financial liabilities are categorised as either financial liabilities at fair value through profit or loss or financial liabilities at amortised cost at initial recognition.

Financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

(i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

(ii) Other financial liabilities

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position when, and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.10 Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all financial assets not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

(a) Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

For the purpose of recognition of an allowance for ECL, the Group considers a financial asset to be in default when the lessee does not pay the amounts due under its lease and/or deferral agreements to the Group in excess of any security deposit or the value of any collateral related to the lease.

(b) General approach

The Group applies a general three stage approach to provide for ECLs on all other financial assets not held at fair value through profit or loss. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs. According to the changes of credit risk of financial instruments since initial recognition, the Group calculates ECL by three stages:

- Stage 1: Financial instruments without significant increases in credit risk since initial recognition are included under Stage 1 to calculate their loss allowance at an amount equivalent to 12-month ECLs;
- Stage 2: Financial instruments that have had a significant increase in credit risk since initial recognition but have no objective evidence of impairment are included under Stage 2, with their loss allowance measured at an amount equivalent to lifetime ECLs; or
- Stage 3: Financial instruments that have had a significant increase in credit risk since initial recognition and objective impairment evidence are included under Stage 3, with their loss allowance measured at an amount equivalent to lifetime ECLs.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.10 Impairment of financial assets (cont'd)

(b) General approach (cont'd)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due. Any recovery received subsequent to write-off will be recognised in profit or loss.

2.11 Derivative financial instruments and hedging activities

The Group uses derivative financial instruments such as cross-currency interest rate swap, interest rate swap and foreign exchange forward contracts to hedge its risks associated with foreign currency and interest rate fluctuations. The Group's policy requires that derivatives are used solely for managing risks and not for speculative purposes.

Such derivative financial instruments are initially recognised at fair values on the date on which derivative contracts are entered into and are subsequently re-measured at fair value. Derivative financial instruments are carried as assets when the fair values are positive and as liabilities when the fair values are negative. The full fair values of hedging derivatives are classified as current if the hedge relationships are for less than 12 months, and as non-current if those relationships are for more than 12 months.

Any gains or losses arising from changes in fair values on derivative financial instruments that do not qualify for hedge accounting are recognised in profit or loss.

The fair values of cross-currency interest rate swap, interest rate swap and foreign exchange forward contracts are determined with reference to marked-to-market values based on valuation techniques that use data from observable markets.

The Group applies hedge accounting for certain hedging relationships which qualify for hedge accounting.

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2. Summary of material accounting policies (cont'd)

2.11 Derivative financial instruments and hedging activities (cont'd)

For the purpose of hedge accounting, hedges are classified as:

- (a) Fair value hedges when hedging the exposure to changes in the fair values of a recognised asset or liability that is attributable to a particular risk and could affect profit or loss; and
- (b) Cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction and could affect profit or loss.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair values or cash flows and are assessed at hedge inception and on an ongoing basis to determine that they actually have been highly effective throughout the years for which they were designated.

Hedges which meet the strict criteria for hedge accounting are accounted for as follows:

(a) Fair value hedges

For fair value hedges, the carrying amount of the hedged item is adjusted for gains and losses attributable to the risk being hedged, the derivative is remeasured at fair value and gains and losses from the derivative and the hedged item are recognised in profit or loss.

For fair value hedges relating to items carried at amortised cost, the adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the effective interest method. If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

(b) Cash flow hedges

For cash flow hedges, the effective portion of the gain or loss on the hedging instrument is recognised in hedging reserve, while the ineffective portion is recognised in profit or loss.

Amounts recognised in hedging reserve are transferred to profit or loss when the hedged transaction affects profit or loss, such as when hedged financial income or financial expense is recognised or when a forecast sale or purchase occurs.

If the hedged future cash flows are no longer expected to occur, amounts previously recognised in hedging reserve are transferred to profit or loss. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, amounts previously recognised in hedging reserve remain in other comprehensive income until the future cash flows occur.

2. Summary of material accounting policies (cont'd)

2.11 Derivative financial instruments and hedging activities (cont'd)

Hedges directly affected by interest rate benchmark reform

Phase 1 amendments: when there is uncertainty arising from interest rate benchmark reform

For the purpose of evaluating whether there is an economic relationship between the hedged item and the hedging instrument, the Group assumes that the benchmark interest rate is not altered as a result of the interest rate benchmark reform.

For a cash flow hedge of a forecast transaction, the Group assumes that the benchmark interest rate will not be altered as a result of the reform for the purpose of assessing whether the forecast transaction is highly probable and presents an exposure to variations in cash flows that could ultimately affect profit or loss.

For assessing the economic relationship between the hedged item and the hedging instrument, the Group will cease to apply the specific policy when (i) the uncertainty arising from the reform is no longer present with respect to the timing and the amount of the contractual cash flows of the respective item or instrument or when (ii) the hedging relationship is discontinued. For its highly probable assessment of the hedged item, the Group will cease to apply the specific policy when (i) the uncertainty arising from the reform about the timing and the amount of the interest rate benchmark-based future cash flows of the hedged item is no longer present, or when (ii) the hedging relationship is discontinued.

Phase 2 amendments: when there is no longer uncertainty arising from interest rate benchmark reform

When the basis for determining the contractual cash flows of the hedged item or the hedging instrument changes as a result of the reform and therefore there is no longer uncertainty arising from the cash flows of the hedge item or the hedging instrument, the Group amends the hedge documentation of that hedging relationship to reflect the change(s) required by the reform. A change in the basis for determining the contractual cash flows is required by the reform if the following conditions are met:

- the change is necessary as a direct consequence of the reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (that is, the basis immediately before the change).

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.11 Derivative financial instruments and hedging activities (cont'd)

Hedges directly affected by interest rate benchmark reform (cont'd)

Phase 2 amendments: when there is no longer uncertainty arising from interest rate benchmark reform (cont'd)

For this purpose, the hedge designation is amended only to make one or more of the following changes:

- designating an alternative benchmark rate as the hedged risk;
- updating the description of the hedged item, including the description of the designated portion of the cash flows or fair value being hedged; or
- updating the description of the hedging instrument.

The Group amends the description of the hedging instrument only if the following conditions are met:

- it makes a change required by the reform by changing the basis for determining the contractual cash flows of the hedging instrument or using another approach that is economically equivalent to changing the basis for determining the contractual cash flows of the original hedging instrument; and
- the original hedging instrument is not derecognised.

The Group amends the formal hedge documentation by the end of the reporting period during which a change required by the reform is made to the hedged risk, hedged item or hedging instrument. These amendments in the formal hedge documentation do not constitute the discontinuation of the hedging relationship or the designation of a new hedging relationship.

If changes are made in addition to those changes required by the reform described above, then the Group first considers whether those additional changes result in the discontinuation of the hedge relationship. If the additional changes do not result in discontinuation of the hedge relationship, then the Group amends the formal hedge documentation for changes required by the reform as mentioned above.

When the interest rate benchmark is changed as required by the reform, the Group deems that the hedging reserve recognised in other comprehensive income for that hedging relationship is based on the alternative benchmark rate on which the hedged future cash flows will be based.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, fixed deposits, and short-term, highly liquid investments with maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.13 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each year and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.14 Security deposits

Security deposits represent cash received from the lessee as security in accordance with the lease agreement. The deposits are repayable to the lessees on the expiration/termination of the lease agreements subject to satisfactory compliance with the lease agreement by the lessee. Security deposits are recognised at amortised cost using the effective interest method.

2.15 Maintenance reserves

The cost of aircraft maintenance, repairs, overhauls and compliance with return conditions for aircraft on operating lease are generally paid for by the lessee. For major airframe, engine and other maintenance events, the lessee will be required to make a maintenance contribution payment to the lessor. Certain lease agreements require the lessee to make the maintenance contribution payments on a monthly basis while other leases require the lessee to make the maintenance contribution payment in the form of a return compensation payment at the end of the lease. Upon receipt by the Group, these monthly and end of lease maintenance payments are accounted for as maintenance reserve liabilities because the Group generally reimburses the lessee or a subsequent lessee out of the payments the Group received when the Group is satisfied that the qualifying major maintenance event has been performed. Upon expiry of a lease, any shortfall or surplus that is identified in the maintenance reserve liabilities for an aircraft as compared to the expected future reimbursement obligations to a lessee will be charged or released to profit or loss. Upon sale of an aircraft, the maintenance reserve liability for that aircraft which is not transferred to the buyer will be released to profit or loss.

If a lease requires the lessee to pay return compensation payments at the end of the lease, the lessee may also be required to secure all or a portion of that obligation by a cash deposit or letter of credit. In some cases, the monthly maintenance payments or end of lease return compensation payments may be replaced by commitments from a third party, typically the original equipment manufacturer or an affiliate, which is providing flight hour-based support to the lessee.

2. Summary of material accounting policies (cont'd)

2.16 Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use is in progress, and the expenditure of the asset and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use. The Group borrows to finance certain aircraft pre-delivery payments for aircraft under construction. The interest incurred on borrowings directly attributable to the acquisition of the aircraft under construction is capitalised and included in the cost of the aircraft, except for the interest incurred for aircraft pre-delivery payments arising from lease commitment or advances of pre-delivery payments on which the Group earns income. Capitalisation of interest is suspended during extended periods in which active development of a qualifying asset is suspended and ceases when the aircraft is delivered. All other borrowing costs are expensed in the period they occur.

2.17 Debt issue costs

Debt issue costs are costs incurred in connection with obtaining financing. These costs comprise primarily front-end fees, agency fees and legal fees.

On initial recognition of a financial liability, debt issue costs that are directly attributable to the acquisition of the financial liability are included in the initial measurement of that liability. These costs are amortised over the related life of the debt using the effective interest method and written off upon prepayment of the financial liability, except for those debt issue costs relating to credit facilities which remain available for re-drawing after prepayment.

2.18 Trade and other payables

Liabilities for trade and other payables including payables to related parties, which are normally contracted between 30 and 45 days credit terms, are initially carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group and subsequently measured at amortised cost using the effective interest method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

2.19 Employee benefits

(a) Short-term employee benefits

All short-term employee benefits, including accumulated compensated absences, are recognised in profit or loss in the period in which the employees render their services to the Group.

(b) Short-term incentive plan

The short-term incentive plan bonus is payable to employees of the Group when certain key performance targets for each year are met and payment is to be made over a period for certain staff. The bonus is accrued and recognised in profit or loss in the period in which the employees render their services to the Group. Any over or under provision will be recognised in profit or loss.

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2. Summary of material accounting policies (cont'd)

2.19 Employee benefits (cont'd)

(c) Long-term incentive plan

For financial years 2017 to 2021

Selected employees of the Group are eligible to participate in the long-term incentive plan, which comprises a cash portion and the Restricted Share Unit Long Term Incentive Plan (the "RSU Plan"). Cash amounts are payable to the participants based on the achievement of certain key performance targets at the end of a pre-determined period. The cash amount is accrued and recognised in profit or loss in the period in which the participants render their services to the Group. Any over or under provision will be recognised in profit or loss. Payment of accrued cash amounts will be made over a period after each pre-determined period. Details have been disclosed in Note 28.

With respect to the RSU Plan, a cash amount which is determined based on the achievement of certain key performance targets of the Group for a financial year will be paid to a trustee in the following year to purchase shares of the Company in the secondary market. These shares and any accrued dividends will be held on trust for the participants during the vesting period. The cost of these equity-settled share-based compensation transactions with employees is measured by reference to the fair value of each RSU at grant date. This cost is recognised in profit or loss over the vesting period (from the date of grant to the date the shares vest) or the period of service of any relevant employee who has retired, whichever is shorter. The vesting period is typically over a period of approximately three years.

For financial years 2022 to 2025

Long-term incentive plan awards for financial years 2022 to 2025 will be settled fully by RSUs with no cash portion.

(d) Employers' defined contributions

As required by law, the Group participates in defined contribution retirement schemes for its employees. These contributions are recognised as compensation expenses in the period in which the employees render their services to the Group.

In Singapore, the Company makes contributions to the Central Provident Fund ("CPF"). In general, an employer is obliged to make CPF contributions for all employees who are Singapore citizens or permanent residents who are employed in Singapore under a contract of service. An employer must pay both the employer's and employee's share of the monthly CPF contribution. However, an employer can recover the employee's share of CPF contributions from their wages when the contributions are paid for that month. CPF contributions are payable at the applicable prescribed rates which are dependent on factors including the amount of monthly wages and the age of the employee.

The Group also makes contributions to National Insurance and Workplace Pension in the United Kingdom, Pay Related Social Insurance in Ireland, Federal Insurance Contributions in the United States of America and Social Insurance in China at the applicable rates based on the amounts stipulated by the relevant government authorities.

None of the defined contribution retirement schemes described above provide for the forfeiture of contributions made by the Group.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

2. Summary of material accounting policies (cont'd)

2.20 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) Where the Group or the Company is the lessor

Leases where the Group or the Company retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. The accounting policy for rental income is set out in Note 2.21.

Finance leases, which effectively transfer to the lessee substantially all the risks and rewards of ownership of the asset, are recognised at the inception of the lease term at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease receipts are apportioned between the finance income and reduction of the leased asset so as to achieve a constant rate of interest on the remaining balance of the asset. Finance income is recognised directly in profit or loss.

(b) Where the Group or the Company is the lessee

The Group or the Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group or the Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

Refer to Note 2.5 (d) and (e) for the accounting policies.

(ii) Lease liabilities

At the commencement date of a lease, the Group or the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group or the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, such as a change in the lease term, or a change in the lease payment.

(iii) Short-term leases and leases of low-value assets

The Group or the Company applies the short-term lease recognition exemption to its leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2. Summary of material accounting policies (cont'd)

2.21 Revenue and other income recognition

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. Revenue is measured at the fair value of consideration received or receivable, excluding discounts, rebates, and sales taxes or duties.

(a) Lease rental income

Lease rental income is recognised over the lease term as and when rentals become receivable under the provisions of the lease agreements.

Operating leases with stepped or adjusted rentals are recognised on a straight-line basis over the term of the remaining lease. For operating leases where rentals are based on floating interest rates, increases or decreases in lease payments that result from subsequent changes in the floating interest rate are recorded as increases or decreases in lease revenue in the period of the interest rate change. Variable rents are recognised as revenue in the period in which they are earned.

(b) Fee income from aircraft pre-delivery payments

Fee income from aircraft pre-delivery payments is recognised as revenue over time following the timing of satisfaction of the performance obligation.

(c) Lease management and remarketing fee income

Lease management and remarketing fee income is recognised as revenue at a point in time or over time following the timing of satisfaction of the performance obligation.

(d) Dividend income

Dividend income is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be reliably measured.

(e) Interest income

Interest income from financial assets at amortised cost is recognised using the effective interest method.

(f) Other income

Other income is recognised based on contractual agreements with the relevant parties.

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2. Summary of material accounting policies (cont'd)

2.22 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of each year, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred income tax

Deferred tax is provided using the liability method on temporary differences at the end of each year between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- (i) where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- (ii) in respect of taxable temporary differences associated with investments in subsidiary companies, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- (i) where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- (ii) in respect of deductible temporary differences associated with investments in subsidiary companies, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2. Summary of material accounting policies (cont'd)

2.22 Taxes (cont'd)

(b) Deferred income tax (cont'd)

The carrying amount of deferred tax assets is reviewed at the end of each year and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each year and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each year.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same tax authority.

2.23 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised in the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and for which the fair values can be reliably determined.

2. Summary of material accounting policies (cont'd)

2.24 Related parties

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group and the Company if that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.

- (b) An entity is related to the Group and the Company if any of the following conditions applies:
 - (i) the entity and the Company are members of the same group (which means that each parent, subsidiary company and fellow subsidiary company is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

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3. Significant accounting judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each year. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements which have significant effect on the amounts recognised in the consolidated financial statements.

(a) Maintenance of aircraft by lessees

Maintenance, repairs and overhaul of the aircraft placed on operating and finance leases are generally undertaken and paid for by the lessees. Certain lease agreements require the lessees to make monthly maintenance contributions to the Group which can subsequently be drawn on for certain maintenance events carried out during the lease term or end-of-lease payments based on aircraft utilisation during the lease term. Management has made a judgement that lessees are able to fulfil their obligations as stipulated in the lease agreements.

(b) Deferred income taxes

Deferred tax liabilities are recognised for all taxable temporary differences associated with investments in subsidiary companies, except to the extent that the Company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The Company is subject to Singapore tax on all of its foreign pre-tax earnings when earnings are effectively repatriated unless tax exemption is applicable. Management judgement is required to determine that the undistributed profits of the subsidiary companies will not be distributed and remitted into Singapore in the foreseeable future. This judgement relies on estimates and assumptions and may involve a series of assessments of future events including forecasted cash flows of the subsidiary companies. The Company provides for taxes on the undistributed earnings of foreign subsidiary companies except to the extent that such earnings are invested outside Singapore and likely to remain invested outside Singapore in the foreseeable future. The aggregate amount of temporary differences arising from potential Singapore tax exposure on undistributed earnings of foreign subsidiary companies and overseas unremitted income as at 31 December 2023 was US\$370.5 million (2022: US\$323.4 million) for which deferred tax liabilities have not been recognised.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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3. Significant accounting judgements and estimates (cont'd)

3.1 Judgements made in applying accounting policies (cont'd)

(b) Deferred income taxes (cont'd)

Deferred tax assets are recognised for all unabsorbed capital allowances and unutilised tax losses to the extent that it is probable that taxable profit will be available against which the allowances and losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future business planning decisions.

The Company was awarded the Aircraft Leasing Scheme (“ALS”) Incentive for five years from 1 July 2017 to 30 June 2022 at a concessionary income tax rate of 5%. The Company has met all the conditions required to qualify for the five years of concessionary income tax rate of 5%. In June 2022, the Company was awarded the Aircraft Leasing Scheme (“ALS”) Incentive for another five years from 1 July 2022 to 30 June 2027 at a concessionary income tax rate of 8%, subject to meeting certain conditions as amended from time to time. Management is reasonably confident that the conditions of the award will be met.

While the concessionary income tax rates under the ALS have been streamlined to 8% for ALS awards approved on or after 1 April 2017, existing ALS recipients may apply the tax rate under their existing award in effect on that date until 31 December 2027 on qualifying income from leasing of aircraft or aircraft engines acquired during their existing award tenure. Management has exercised judgement in determining the timing in which the existing portfolio of aircraft are expected to be sold. Consequently, the deferred tax liability arising from the temporary differences between the carrying amounts of the aircraft and their tax written down values is computed based on the tax rates applicable in those years.

Details have been disclosed in Note 12 and Note 27.

(c) Assets held for sale

An asset is classified as held for sale when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary and the sale is highly probable. Management judgement is required to assess whether the asset meets the conditions to be classified as assets held for sale and details have been disclosed in Note 19.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

3. Significant accounting judgements and estimates (cont'd)

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each year are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Depreciation of aircraft and estimation of residual values

Aircraft are depreciated on a straight-line basis over 25 years with 15% residual value at the end of the 25th year for the first 12 years. The remaining value at the end of the 12th year is depreciated using a straight-line basis over the remaining 13 years with no residual value. Management estimates the useful life to be 25 years based on the common life expectancies applied in the aircraft leasing industry.

Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets. Therefore, in these circumstances, future depreciation charges could be revised. A one-year decrease in the expected useful lives of these assets from management's estimates would result in an increase in annual depreciation charges of US\$34.4 million (2022: US\$33.9 million). Such a decrease in the useful lives of the Group's aircraft could affect the Group's annual profit before tax in future.

(b) Carrying value of aircraft

The Group follows the guidance provided by IAS 36/SFRS(I) 1-36 Impairment of Assets in determining whether it is necessary to recognise any impairment loss on an aircraft. Management assesses at the end of each reporting period whether there is any indication that the carrying value of any aircraft may have been impaired. This exercise involves management consideration of both internal and external sources of information which include but are not limited to: observable indications that the value of an aircraft has declined during the period significantly more than would be expected as a result of the passage of time or normal use; significant adverse changes in the expected usage of an aircraft, or the technological or aviation environment have taken place or will take place in the near future; significant increase in market interest rates; evidence of obsolescence of or physical damage to an aircraft; and worse than expected economic performance of the aircraft. If any indication exists, the Group makes an estimate of the asset's recoverable amount. Analysis of impairment loss provision is disclosed in Note 13.

(c) Impairment of financial assets

The Group assesses when a financial asset is impaired and recognises an allowance for ECL for all financial assets not held at fair value through profit or loss. The Group considers a receivable to be in default for the purpose of assessing ECL provision when the lessee has not paid the amounts due under its lease agreements, unless mutually agreed to be deferred, in excess of any security deposits or the value of any collaterals related to the lease. If the total overdue receivables are in excess of the security deposits, provision for ECL is made for the excess amounts. Analysis of impairment of trade receivables is disclosed in Note 15.

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3. Significant accounting judgements and estimates (cont'd)

3.2 Key sources of estimation uncertainty (cont'd)

(d) Income taxes and deferred income taxes

The Group has exposure to income taxes in several jurisdictions. Estimation is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

Details have been disclosed in Note 12 and Note 27.

4. Other interest and fee income

	Group	
	2023 US\$'000	2022 US\$'000
Fee income from aircraft pre-delivery payments	54,120	74,856
Interest income from deferred payments	9,180	5,314
Interest income from short-term deposits and bank balances	11,750	5,022
Lease management and remarketing fee income	3,313	4,145
Others	7,819	6,786
	86,182	96,123

5. Net gain on sale of aircraft

		Group	
	Note	2023 US\$'000	2022 US\$'000
Proceeds from sale of aircraft		808,066	1,309,190
Maintenance reserves released		5,030	-
Net book value of aircraft classified as:			
Property, plant and equipment		(733,640)	(1,191,589)
Assets held for sale	19	-	(52,806)
Expenses, net of costs written back		(1,608)	(928)
		77,848	63,867

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6. Other income

During the year ended 31 December 2023, the Group recognised as other income the insurance settlement proceeds from a Russian insurance company in respect of 11 aircraft formerly leased to Russian airlines which were detained in Russia. The remaining other income was mainly related to income arising from the release of unutilised maintenance reserves to profit or loss and tax rebates.

During the year ended 31 December 2022, other income was mainly related to income arising from the release of unutilised maintenance reserves and security deposits collected in a prior lease to profit or loss and amounts paid by manufacturers based on mutual agreements. The remaining other income was related to tax rebates.

7. Finance expenses

	Group	
	2023	2022
	US\$'000	US\$'000
Interest expense and other charges on:		
Loans and borrowings	635,932	483,324
Lease liabilities	429	337
	636,361	483,661

8. Amortisation of deferred debt issue costs

During the year ended 31 December 2023 and 2022, the amortisation of deferred debt issue costs was related to loans and borrowings.

9. Staff costs

	Group	
	2023	2022
	US\$'000	US\$'000
Salaries, bonuses and other staff costs	57,842	37,894
Employers' defined contributions	2,518	2,479
Amortisation of share-based compensation	7,381	8,749
	67,741	49,122

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9. Staff costs (cont'd)

Share-based compensation (equity-settled)

The Group has in place a Restricted Share Unit Long Term Incentive Plan for certain employees. The first RSU Plan was adopted on 18 December 2017 governing the awards of Restricted Share Units ("RSU") made by the Company in respect of the five financial years from 2017 to 2021 (inclusive) and will terminate in December 2024 when the final awards have vested. The second RSU Plan was adopted on 28 February 2023 governing the awards made by the Company in respect of the four financial years from 2022 to 2025 (inclusive) and will terminate in either April 2029 or (depending on the satisfaction of certain conditions) April 2030 when the final awards have vested.

Subject to the terms and conditions of the RSU Plan and the fulfilment of all conditions to the vesting of the awards, the shares underlying each award will vest in December of the third year after the end of the financial year for which the award was granted (under the first RSU Plan) or in April of either the fourth or fifth year (depending on the satisfaction of certain conditions) after the end of the financial year for which the award was granted (under the second RSU Plan).

Movements of RSUs:

			Number of RSUs				
			At 1 January 2023	Granted during the year	Lapsed during the year	Vested during the year	At 31 December 2023
Year of grant	Fair value at grant date HK\$	Fair value at grant date US\$					
2021	74.10	9.55	759,000	–	(32,138)	(726,862)	–
2022	62.36	7.97	1,065,506	–	(51,304)	(14,186)	1,000,016
2023	60.40	7.70	–	1,644,651	(41,965)	–	1,602,686
			1,824,506	1,644,651	(125,407)	(741,048)	2,602,702

			Number of RSUs				
			At 1 January 2022	Granted during the year	Lapsed during the year	Vested during the year	At 31 December 2022
Year of grant	Fair value at grant date HK\$	Fair value at grant date US\$					
2020	47.08	6.06	1,665,326	–	(41,378)	(1,623,948)	–
2021	74.10	9.55	793,825	–	(34,825)	–	759,000
2022	62.36	7.97	–	1,103,807	(38,301)	–	1,065,506
			2,459,151	1,103,807	(114,504)	(1,623,948)	1,824,506

The fair value of each RSU at grant date was determined by the average market price at which the shares of the Company were purchased by a trustee in the secondary market.

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10. Emoluments of directors, five highest paid individuals and senior management

(a) Emoluments paid to directors of the Company during the year

	Fees US\$'000	Salaries, allowances and other benefits US\$'000	Discretionary bonus US\$'000	Employers' defined contributions US\$'000	Total US\$'000
2023					
<i>Chairman, Non-executive director¹</i>					
Liu Jin ²	–	–	–	–	–
<i>Executive directors</i>					
Zhang Xiaolu (Vice-Chairman)	–	609	632	–	1,241
Robert James Martin ³	–	987	2,181	3	3,171
<i>Independent non-executive directors</i>					
Antony Nigel Tyler	168	53	–	–	221
Dai Deming	72	23	–	–	95
Fu Shula	72	23	–	–	95
Yeung Yin Bernard	54	–	–	–	54
<i>Non-executive directors¹</i>					
Dong Zonglin ^{4,5}	–	–	–	–	–
Wang Xiao	–	–	–	–	–
Wei Hanguang ⁵	–	–	–	–	–
Chen Jing ⁴	–	–	–	–	–
Jin Hongju ⁶	–	–	–	–	–
Li Ke ⁶	–	–	–	–	–
	366	1,695	2,813	3	4,877

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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10. Emoluments of directors, five highest paid individuals and senior management (cont'd)

(a) Emoluments paid to directors of the Company during the year (cont'd)

	Fees US\$'000	Salaries, allowances and other benefits US\$'000	Discretionary bonus US\$'000	Employers' defined contributions US\$'000	Total US\$'000
2022					
<i>Chairman, Non-executive director¹</i>					
Chen Huaiyu ⁷	–	–	–	–	–
<i>Executive directors</i>					
Zhang Xiaolu (Vice-Chairman)	–	585	645	–	1,230
Robert James Martin ³	–	1,107	3,071	3	4,181
<i>Independent non-executive directors</i>					
Antony Nigel Tyler	154	45	–	–	199
Dai Deming	66	19	–	–	85
Fu Shula	66	19	–	–	85
Yeung Yin Bernard	50	–	–	–	50
<i>Non-executive directors¹</i>					
Dong Zonglin ^{4,5}	–	–	–	–	–
Wang Xiao	–	–	–	–	–
Wei Hanguang ⁵	–	–	–	–	–
Chen Jing ⁴	–	–	–	–	–
	336	1,775	3,716	3	5,830

¹ In 2022 and 2023, the non-executive Chairman and non-executive directors were not entitled to any emoluments under their respective engagement letters

² Appointed on 24 April 2023

³ Retired on 31 December 2023

⁴ Appointed on 18 April 2022

⁵ Resigned on 16 November 2023

⁶ Appointed on 16 November 2023

⁷ Resigned on 3 February 2023

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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10. Emoluments of directors, five highest paid individuals and senior management (cont'd)

(b) Five highest paid individuals

During the year ended 31 December 2023, the five individuals whose emoluments were the highest in the Group include two (2022: one) executive directors whose emoluments are reflected in Note 10(a).

The emoluments paid to the remaining three (2022: four) individuals during the year ended 31 December 2023 and 2022 were as follows:

	2023	2022
	US\$'000	US\$'000
Salaries, allowances and other benefits	1,706	2,475
Discretionary bonus	2,633	3,985
Employers' defined contributions	3	15
	4,342	6,475

The number of such individuals whose emoluments paid during the year ended 31 December 2023 and 2022 fell within the following bands:

	2023	2022
HK\$9,500,001 to HK\$10,000,000	1	1
HK\$10,500,001 to HK\$11,000,000	–	1
HK\$11,500,001 to HK\$12,000,000	1	–
HK\$12,000,001 to HK\$12,500,000	1	–
HK\$14,000,001 to HK\$14,500,000	–	1
HK\$16,000,001 to HK\$16,500,000	–	1

During the year ended 31 December 2023, 263,257 (2022: 496,859) of RSUs granted in 2021 (2022: 2020) to the five highest paid individuals had vested.

During the years ended 31 December 2023 and 2022, no director and none of the five highest paid individuals received any emoluments from the Group as an inducement to join or upon joining the Group as compensation for loss of office as a director of the Company or any of its subsidiaries, or any other office in connection with the management of the affairs of the Group.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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10. Emoluments of directors, five highest paid individuals and senior management (cont'd)

(c) Senior management's emoluments

The number of senior management whose emoluments paid during the year ended 31 December 2023 and 2022 fell within the following bands are as follows:

	2023	2022
HK\$4,500,001 to HK\$5,000,000	1	–
HK\$7,000,001 to HK\$7,500,000	–	1
HK\$7,500,001 to HK\$8,000,000	1	–
HK\$8,000,001 to HK\$8,500,000	–	1
HK\$9,000,001 to HK\$9,500,000	1	–
HK\$9,500,001 to HK\$10,000,000	1	1
HK\$11,500,001 to HK\$12,000,000	1	–
HK\$12,000,001 to HK\$12,500,000	1	–
HK\$14,000,001 to HK\$14,500,000	–	1
HK\$16,000,001 to HK\$16,500,000	–	1
HK\$24,500,001 to HK\$25,000,000	1	–
HK\$32,500,001 to HK\$33,000,000	–	1

During the year ended 31 December 2023, 256,838 (2022: 397,558) of RSUs granted in 2021 (2022: 2020) to the senior management had vested.

11. Other operating expenses

	Group	
	2023	2022
	US\$'000	US\$'000
General office expenses	8,758	8,023
Operating lease expenses	489	495
Technical services expenses	32,789	42,727
Professional fees	13,852	7,031
Amortisation of lease transaction closing costs	278	342
Auditors' remuneration	426	389
Net foreign exchange losses ¹	749	822
Other taxes and expenses	10,960	9,961
	68,301	69,790

Technical services expenses include net provisions for repair, maintenance, transition and repossession costs of aircraft.

¹ Included foreign exchange loss of US\$2.3 million (2022: gain of US\$12.1 million) in revaluation of financial liabilities which was offset by fair value gain of US\$2.3 million (2022: loss of US\$12.1 million) in derivative financial instruments.

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12. Income tax expense

The major components of income tax expense for the years ended 31 December 2023 and 2022 were:

	Group	
	2023	2022
	US\$'000	US\$'000
Current income tax		
Singapore	–	–
Foreign	6,167	8,018
(Over)/Under provision in respect of prior years	(12)	512
	6,155	8,530
Deferred income tax		
Singapore	20,000	18,558
Foreign	74,073	(14,533)
Over provision in respect of prior years	(3,573)	(3,119)
	90,500	906
	96,655	9,436

A reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 31 December 2023 and 2022 is as follows:

	Group	
	2023	2022
	US\$'000	US\$'000
Profit before income tax	860,557	29,496
Tax at the Singapore tax rate of 17% (2022:17%)	146,295	5,014
Adjustments:		
Different tax rates in foreign jurisdictions	(8,196)	22,763
Effects of Aircraft Leasing Scheme incentive on the Company's results	(41,596)	(13,823)
Income not subject to tax	(14,460)	(16,224)
Expenses not deductible for tax purposes	18,197	14,313
Over provision in respect of prior years, net	(3,585)	(2,607)
Income tax expense	96,655	9,436

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13. Property, plant and equipment

Group	Aircraft US\$'000	Aircraft pre-delivery payments US\$'000	Office renovations US\$'000	Furniture, fittings and office equipment US\$'000	Right-of-use assets US\$'000	Total US\$'000
Cost:						
At 1 January 2022	23,036,269	2,717,764	1,922	16,288	8,480	25,780,723
Additions/(Reductions)	1,618,750	(490,375)	2,889	750	16,350	1,148,364
Disposals	(1,367,073)	—	(1,549)	(11,971)	(5,208)	(1,385,801)
Transfers	722,772	(722,772)	—	—	—	—
Transfer to assets held for sale	(77,517)	—	—	—	—	(77,517)
Adjustments	3,062	—	—	—	(3)	3,059
At 31 December 2022 and 1 January 2023	23,936,263	1,504,617	3,262	5,067	19,619	25,468,828
Additions	942,566	716,766	19	2,580	99	1,662,030
Disposals	(960,506)	—	—	(234)	—	(960,740)
Transfers	528,633	(528,633)	—	—	—	—
Write-off	(454,547)	—	—	—	—	(454,547)
Adjustments	12,480	—	—	—	(91)	12,389
At 31 December 2023	24,004,889	1,692,750	3,281	7,413	19,627	25,727,960

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13. Property, plant and equipment (cont'd)	Aircraft US\$'000	Aircraft pre-delivery payments US\$'000	Office renovations US\$'000	Furniture, fittings and office equipment US\$'000	Right-of-use assets US\$'000	Total US\$'000
Group						
Accumulated depreciation and impairment:						
At 1 January 2022	3,393,279	-	1,856	15,844	6,127	3,417,106
Charge for the year	782,777	-	265	494	2,548	786,084
Disposals	(175,484)	-	(1,549)	(11,971)	(5,208)	(194,212)
Impairment of aircraft	855,991	-	-	-	-	855,991
Transfer to assets held for sale	(24,711)	-	-	-	-	(24,711)
At 31 December 2022 and 1 January 2023	4,831,852	-	572	4,367	3,467	4,840,258
Charge for the year	791,407	-	359	1,074	2,549	795,389
Disposals	(226,866)	-	-	(234)	-	(227,100)
Impairment of aircraft	8,800	-	-	-	-	8,800
Write-off	(454,547)	-	-	-	-	(454,547)
At 31 December 2023	4,950,646	-	931	5,207	6,016	4,962,800
Net book value:						
At 31 December 2022	19,104,411	1,504,617	2,690	700	16,152	20,628,570
At 31 December 2023	19,054,243	1,692,750	2,350	2,206	13,611	20,765,160

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13. Property, plant and equipment (cont'd)

Company	Aircraft US\$'000	Aircraft pre-delivery payments US\$'000	Office renovations US\$'000	Furniture, fittings and office equipment US\$'000	Right-of-use assets (Aircraft) US\$'000	Right-of-use assets (Others) US\$'000	Total US\$'000
Cost:							
At 1 January 2022	12,954,833	895,816	1,595	15,668	965,590	5,122	14,838,624
Additions/(Reductions)	797,714	(94,502)	2,504	674	-	14,600	720,990
Disposals	(529,000)	(447,194)	(1,548)	(11,649)	-	(4,756)	(994,147)
Transfer from right-of-use assets (aircraft)	355,500	-	-	-	-	-	355,500
Transfer to aircraft	-	-	-	-	(355,500)	-	(355,500)
Adjustments	138	-	-	-	-	-	138
At 31 December 2022 and 1 January 2023	13,579,185	354,120	2,551	4,693	610,090	14,966	14,565,605
Additions	469,487	392,552	19	2,557	-	-	864,615
Disposals	(862,184)	(95,875)	-	(223)	-	-	(958,282)
Transfer from right-of-use assets (aircraft)	610,090	-	-	-	-	-	610,090
Transfer to aircraft	313,720	(313,720)	-	-	(610,090)	-	(610,090)
Adjustments	8,088	-	-	-	-	-	8,088
At 31 December 2023	14,118,386	337,077	2,570	7,027	-	14,966	14,480,026

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13. Property, plant and equipment (cont'd)	Aircraft US\$'000	Aircraft pre-delivery payments US\$'000	Office renovations US\$'000	Furniture, fittings and office equipment US\$'000	Right-of-use assets (Aircraft) US\$'000	Right-of-use assets (Others) US\$'000	Total US\$'000
Company							
Accumulated depreciation and impairment:							
At 1 January 2022	2,034,775	-	1,563	15,278	288,623	4,477	2,344,716
Charge for the year	449,887	-	201	402	23,883	1,869	476,242
Impairment of aircraft	248,515	-	-	-	3,800	-	252,315
Disposals	(194,884)	-	(1,548)	(11,649)	-	(4,756)	(212,837)
Transfer from right-of-use assets (aircraft)	94,498	-	-	-	-	-	94,498
Transfer to aircraft	-	-	-	-	(94,498)	-	(94,498)
At 31 December 2022 and 1 January 2023	2,632,791	-	216	4,031	221,808	1,590	2,860,436
Charge for the year	464,112	-	321	1,026	10,216	1,922	477,597
Impairment of aircraft	10,500	-	-	-	-	-	10,500
Disposals	(211,428)	-	-	(223)	-	-	(211,651)
Transfer from right-of-use assets (aircraft)	232,024	-	-	-	-	-	232,024
Transfer to aircraft	-	-	-	-	(232,024)	-	(232,024)
At 31 December 2023	3,127,999	-	537	4,834	-	3,512	3,136,882
Net book value:							
At 31 December 2022	10,946,394	354,120	2,335	662	388,282	13,376	11,705,169
At 31 December 2023	10,990,387	337,077	2,033	2,193	-	11,454	11,343,144

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13. Property, plant and equipment (cont'd)

(a) Impairment of assets

As at 31 December 2023, the accumulated impairment loss on the Group's and the Company's property, plant and equipment was US\$741.0 million (2022: US\$1,106.0 million) and US\$410.3 million (2022: US\$421.7 million) respectively. The weighted average discount rate applied to the forecast cash flows was 5.6% (2022: 4.7%) per annum.

Movement of accumulated impairment loss provision:

	Group		Company	
	2023	2022	2023	2022
	US\$'000	US\$'000	US\$'000	US\$'000
At 1 January	1,105,991	253,600	421,715	231,800
Impairment loss	8,800	868,286	10,500	252,315
Reversal of impairment loss	–	(12,295)	–	–
Write-off	(372,168)	–	–	–
Utilised	(1,600)	(3,600)	(21,900)	(62,400)
At 31 December	741,023	1,105,991	410,315	421,715

The impairment loss represented the write-down of the book value of certain aircraft to their recoverable amounts. The recoverable amount was determined based on the higher of management's best estimate of each aircraft value from appraisers' valuation less costs of disposal and its value in use. The adjusted selling price, if available, is also taken into account. The reversal of impairment loss represented the recovery of the written down value of certain aircraft to their recoverable amount.

During the year ended 31 December 2023, the Group received approximately US\$258.0 million under insurance settlements with a Russian insurance company, in respect of 11 aircraft formerly leased to Russian airlines which were detained in Russia, and released its claims against the Russian insurance company, the relevant Russian airlines and other relevant parties in Russia with respect to those 11 aircraft. The Group has recognised the settlement proceeds as other income in the statement of profit or loss. The Group has written-off the accumulated impairment loss of US\$372.2 million in respect of the 11 aircraft during the financial year ended 31 December 2023.

During the year ended 31 December 2022, the Group recognised a net asset write-down of US\$791.3 million in respect of 17 aircraft in Russia, including the 11 aircraft that were the subject of the insurance settlements in 2023 referred to in the preceding paragraph. The write-down was partially offset by cash collateral in respect of these 17 aircraft held by the Group in the form of maintenance reserves and security deposits amounting to US\$200.4 million and US\$22.5 million respectively, recorded as income arising from termination of leases in the statement of profit or loss. This results in a net pre-tax write-down of US\$568.4 million for the year ended 31 December 2022. Taking into consideration the insurance settlements received of US\$258.0 million in 2023, the net pre-tax write-down in respect of the remaining aircraft in Russia was US\$310.4 million as at 31 December 2023.

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13. Property, plant and equipment (cont'd)

(b) Right-of-use assets

The Group and the Company have lease contracts for their offices and facilities spaces.

The Group has certain leases that are of low value. The Group applies the exemption under IFRS16/SFRS(I) 16 *Leases* not to recognise right-of-use assets and liabilities for these leases.

(c) Reconciliation of capital expenditure in property, plant and equipment to net cash flows (used in)/from investing activities

	Group	
	2023 US\$'000	2022 US\$'000
<u>Extract from Consolidated Statement of Cash Flows</u>		
Cash flows from investing activities:		
Purchase of property, plant and equipment	(1,669,955)	(1,207,989)
Proceeds from sale of property, plant and equipment	808,066	1,309,190
Refund of pre-delivery payments by airlines	30,075	91,835
	(831,814)	
Net capital expenditure in property, plant and equipment	(831,814)	193,036
Purchase of aircraft classified as finance lease	(1,970,200)	–
	(2,802,014)	
Net cash flows (used in)/from investing activities in the consolidated statement of cash flows	(2,802,014)	193,036
Reconciliation:		
Additions of aircraft	(942,566)	(1,618,750)
(Additions)/Reductions of aircraft pre-delivery payments	(746,841)	398,340
Additions of other property, plant and equipment	(2,599)	(3,639)
Proceeds from sale of aircraft	808,066	1,309,190
Refund of pre-delivery payments by airlines	30,075	91,835
Borrowing costs capitalised	22,051	16,060
	(831,814)	
Net capital expenditure in property, plant and equipment	(831,814)	193,036

(d) Assets pledged as security

The net book value of aircraft owned by the Group and the Company, including aircraft held under lease arrangements (Note 32), that have been charged for loan facilities granted (Note 22 and Note 32) by way of mortgages and/or by way of a pledge by the Company of all its benefits in respect of its entire shareholding in certain subsidiary companies which hold title to such aircraft (Note 34) amounted to US\$97.3 million (2022: US\$688.1 million) and nil (2022: US\$496.8 million), respectively.

(e) Capitalisation of borrowing costs

The borrowing costs capitalised as cost of aircraft by the Group and the Company amounted to US\$22.1 million (2022: US\$16.1 million) and US\$11.8 million (2022: US\$10.4 million) respectively. The interest rates used to determine the amount of borrowing costs for capitalisation ranged from 2.9% to 3.9% (2022: 2.5% to 3.6%) per annum.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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14. Derivative financial instruments

	Group and Company					
	Outstanding notional amounts US\$'000	2023		Outstanding notional amounts US\$'000	2022	
Assets US\$'000		Liabilities US\$'000	Assets US\$'000		Liabilities US\$'000	
Current:						
Cross-currency						
interest rate swaps	49,710	–	(7,445)	–	–	–
Interest rate swaps	150,000	569	–	860,000	10,724	–
		569	(7,445)		10,724	–
Non-current:						
Cross-currency						
interest rate swaps	409,310	3,746	(8,934)	459,020	1,687	(19,949)
Interest rate swaps	2,020,000	10,337	(9,734)	350,000	10,880	–
		14,083	(18,668)		12,567	(19,949)

The fair values of interest rate swaps and cross-currency interest rate swaps as shown above are determined with reference to marked-to-market values based on valuation techniques that use data from observable markets.

Hedge accounting has been applied for interest rate swaps and cross-currency interest rate swaps that are assessed by the Group to be highly effective hedges.

The Group determines the economic relationship between the loans and borrowings and the derivatives by matching the critical terms of the hedging instruments with the terms of the hedged items. The hedge ratio (the ratio between the notional amount of the derivative financial instrument to the amount of the loans and borrowings being hedged) is determined to be 1:1. Hedge ineffectiveness arises from the difference in timing of cash flows of hedged items and hedging instruments, but it was negligible for 2023 and 2022.

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14. Derivative financial instruments (cont'd)

The following hedging instruments used by the Group and the Company are shown as derivative financial instruments in the statement of financial position:

	Outstanding notional amounts US\$'000	Assets/ (Liabilities) US\$'000	Hedge rates		
			USD interest rates (p.a.)	Foreign currency rates	Maturity (Year)
Group and Company					
2023					
Fair value hedge					
Cross-currency interest rate swaps ¹					
- Chinese Yuan	49,710	(7,445)	6-month SOFR + Margin ranging from 2.26% to 2.28%	US\$1 : CNY6.04	2024
Cash flow hedge					
Cross-currency interest rate swaps ²					
- Australian Dollar	140,590	(8,934)	3.43%	US\$1 : AUD1.42	2029
- Hong Kong Dollar	159,837	804	3.72% to 4.13%	US\$1 : HK\$7.81 to HK\$7.84	2026 to 2027
- Singapore Dollar	108,883	2,942	4.00%	US\$1 : SGD1.33	2025
Interest rate swaps ³					
- United States Dollar	2,170,000	1,172	4.091% to 5.29%	–	2024 to 2028
2022					
Fair value hedge					
Cross-currency interest rate swaps ¹					
- Chinese Yuan	49,710	(6,246)	6-month LIBOR + Margin ranging from 2.26% to 2.28%	US\$1 : CNY6.04	2024
Cash flow hedge					
Cross-currency interest rate swaps ²					
- Australian Dollar	140,590	(11,925)	3.43%	US\$1 : AUD1.42	2029
- Hong Kong Dollar	159,837	(1,778)	3.72% to 4.13%	US\$1 : HK\$7.81 to HK\$7.84	2026 to 2027
- Singapore Dollar	108,883	1,687	4.00%	US\$1 : SGD1.33	2025
Interest rate swaps ³					
- United States Dollar	1,210,000	21,604	3.595% to 4.242%	–	2023 to 2025

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14. Derivative financial instruments (cont'd)

- ¹ The Group uses these cross-currency interest rate swaps to hedge against the exposure to exchange rates and interest rates arising from the Group's non-US Dollar loans and borrowings which are liabilities designated as hedged items in fair value hedges. Under these cross-currency interest rate swaps, the Group receives non-US Dollar principal and fixed interest and pays US Dollar principal and floating interest pegged to US Dollar LIBOR which was replaced with Secured Overnight Financing Rate ("SOFR") subsequent to 30 June 2023. These hedges are classified as fair value hedges and the fair value changes of these cross-currency interest rate swaps are recognised in profit or loss.
- ² The Group uses these cross-currency interest rate swaps to hedge against the exposure to variability in cash flows arising from the foreign currency fixed rate loans and borrowings. Under these cross-currency interest rate swaps, the Group receives non-US Dollar principal and fixed interest, and pays US Dollar principal and fixed interest. These hedges are classified as cash flow hedges and the fair value changes of these cross-currency interest rate swaps are recognised in hedging reserve.
- ³ The Group uses these interest rate swaps to hedge against the exposure to variability in cash flows from the related loans and borrowings which are pegged to US Dollar LIBOR and SOFR. Under these interest rate swaps, the Group receives floating interest pegged to US Dollar LIBOR and SOFR and pays fixed interest. Subsequent to 30 June 2023, US Dollar LIBOR was replaced with Synthetic US Dollar LIBOR. These hedges are classified as cash flow hedges and the fair value changes of these interest rate swaps are recognised in hedging reserve.

15. Trade receivables

	Group		Company	
	2023	2022	2023	2022
	US\$'000	US\$'000	US\$'000	US\$'000
Trade receivables – gross carrying amount				
Current	21,822	64,933	11,786	57,851
Non-current	101,125	109,684	18,895	25,553
	122,947	174,617	30,681	83,404
Less: Allowance for expected credit losses	(5,583)	(11,350)	(1,044)	(4,356)
	117,364	163,267	29,637	79,048
Trade receivables – net of allowance for expected credit losses				
Current	18,584	64,933	10,742	57,851
Non-current	98,780	98,334	18,895	21,197
	117,364	163,267	29,637	79,048

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15. Trade receivables (cont'd)

Trade receivables are recognised at their original invoice amounts which represent their fair values on initial recognition. Trade receivables are generally secured by cash security deposits (Note 40(e)) or letters of credit (Note 25).

As at 31 December 2023, included in the Group's current and non-current portion of trade receivables was an amount of US\$8.5 million and US\$98.8 million (2022: US\$44.7 million and US\$98.3 million), respectively, that was contractually deferred by mutual agreement, not overdue and was generally interest bearing.

As at 31 December 2023, included in the Company's current and non-current portion of trade receivables was an amount of US\$5.1 million and US\$18.9 million (2022: US\$41.4 million and US\$21.2 million), respectively, that was contractually deferred by mutual agreement, not overdue and was generally interest bearing.

Impairment of financial assets – trade receivables

The Group and the Company apply the IFRS 9/SFRS(I) 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for trade receivables. The cash security deposits and letters of credit that the Group and the Company hold on behalf of its lessees are considered in the calculation of the loss allowance.

As at 31 December 2023 and 31 December 2022, the aging of trade receivables based on the receivables due date was as follows:

	Group							Total US\$'000
	Deferred US\$'000	Current US\$'000	Less than 30 days past due US\$'000	30 to 60 days past due US\$'000	61 to 90 days past due US\$'000	More than 90 days past due US\$'000		
2023								
Gross carrying amount	109,686	3,475	928	3,480	921	4,457	122,947	
Allowance for expected credit losses	(2,378)	–	–	(1,240)	(921)	(1,044)	(5,583)	
2022								
Gross carrying amount	154,361	6,397	3,158	7,887	789	2,025	174,617	
Allowance for expected credit losses	(11,350)	–	–	–	–	–	(11,350)	

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15. Trade receivables (cont'd)

Impairment of financial assets – trade receivables (cont'd)

For the financial year ended 31 December 2023, the allowance for expected credit loss rate for the Group was assessed to be immaterial for current and less than 30 days past due (2022: current, less than 30 days past due, 30 to 60 days past due, 61 to 90 days past due and more than 90 days past due). The allowance for expected credit loss rate for the gross carrying amounts which are deferred and not yet due was 2%, 30 to 60 days past due was 36%, 61 to 90 days past due was 100% and more than 90 days past due was 23% (2022: deferred and not yet due was 7%).

	Company						
	Deferred US\$'000	Current US\$'000	Less than 30 days past due US\$'000	30 to 60 days past due US\$'000	61 to 90 days past due US\$'000	More than 90 days past due US\$'000	Total US\$'000
2023							
Gross carrying amount	24,039	348	928	909	–	4,457	30,681
Allowance for expected credit losses	–	–	–	–	–	(1,044)	(1,044)
2022							
Gross carrying amount	66,983	3,742	2,848	7,137	669	2,025	83,404
Allowance for expected credit losses	(4,356)	–	–	–	–	–	(4,356)

For the financial year ended 31 December 2023, the allowance for expected credit loss rate for the Company was assessed to be immaterial for deferred and not yet due, current, less than 30 days past due, 30 to 60 days past due and 61 to 90 days past due (2022: current, less than 30 days past due, 30 to 60 days past due, 61 to 90 days past due and more than 90 days past due). The allowance for expected credit loss rate for the gross carrying amounts which are more than 90 days past due was 23% (2022: deferred and not yet due was 7%).

Set out below is the movement in the allowance for expected credit losses of trade receivables:

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
At beginning of year	11,350	20,137	4,356	20,137
(Credited)/Charged to profit or loss	(2,879)	1,235	(1,374)	(6,708)
Write-off*	(2,888)	(10,022)	(1,938)	(9,073)
At end of year	5,583	11,350	1,044	4,356

* Trade receivables of the Group with a contractual amount of US\$0.9 million (2022: US\$0.2 million) written off during the year are still subject to enforcement activities.

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16. Other receivables

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Current:				
Deposits	719	704	607	597
Interest receivables	2,908	1,700	1,568	717
Sundry receivables	10,010	2,143	7,790	258
Receivables from airlines	19,127	–	1,127	–
Receivables from manufacturers	212,296	109,629	–	–
Accrued receivables	39,333	18,589	9,605	11,223
Amounts due from subsidiary companies	–	–	10,384	8,707
	284,393	132,765	31,081	21,502
Non-current:				
Receivables from airlines	–	18,000	–	–
Accrued receivables	40,890	42,762	11,867	7,682
Notes receivables	21,890	–	–	–
Interest receivables	1,620	1,536	98	149
Amounts due from subsidiary companies	–	–	4,466	–
	64,400	62,298	16,431	7,831

The sundry receivables of the Group and the Company are non-trade related, unsecured and non-interest bearing.

As at 31 December 2023, included in the Group's other receivables was an amount of US\$212.3 million (2022: US\$109.6 million) due from a manufacturer which was deferred by agreement in return for a fee.

The Group's receivables from airlines are mainly non-trade related, secured by letter of credit (Note 25), fee bearing and are repayable based on agreed repayment schedule.

Accrued receivables relate to future receipts for revenues and other income for which services have been rendered.

The amounts due from subsidiary companies are non-trade related, unsecured, interest free and repayable based on agreements.

As there has been no significant increase in the risk of default of these other receivables since initial recognition, the Group and the Company assess that there is no material expected credit losses and accordingly no allowance for expected credit losses is required.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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17. Short-term deposits

	Note	Group		Company	
		2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Unencumbered	31	308,796	306,707	171,095	38,577

Short-term deposits consist of investments in money market funds and fixed deposits (maturing between one day and three months) which are placed depending on cash requirements of the Group, and earn interest at the respective short-term deposit rates. The weighted average effective interest rates for money market funds and fixed deposits were 5.1% (2022: 1.9%) and 5.0% (2022: 2.3%) per annum, respectively.

As at 31 December 2023, the Group's short-term deposits included an amount of US\$49.9 million (2022: US\$52.0 million) placed with a related party for 31 days (2022: seven days) at an interest rate of 5.65% (2022: 4.47%) per annum.

18. Cash and bank balances

	Note	Group		Company	
		2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Encumbered		654	4,953	652	2,310
Unencumbered	31	83,025	85,206	25,967	38,459
		83,679	90,159	26,619	40,769

The Group's and the Company's encumbered cash and bank balances have been pledged for loan obligations (Note 22) and contingency provisions under such obligations.

The Group's and Company's cash and bank balances included an amount of US\$33.3 million (2022: US\$40.3 million) and US\$10.8 million (2022: US\$36.5 million), respectively, placed in daily sweep accounts which are available upon demand.

As at 31 December 2023, the Group's cash and bank balances included an amount of US\$16.5 million (2022: US\$18.4 million) placed with the intermediate holding company.

Cash and bank balances were denominated in US Dollar except for the following:

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Australian Dollar	–	84	–	–
Chinese Yuan	8,338	7,219	–	–
Euro	473	618	116	240
Hong Kong Dollar	560	722	444	722
Japanese Yen	987	925	–	–
Sterling Pound	1,683	1,324	–	–
Singapore Dollar	361	149	361	149
	12,402	11,041	921	1,111

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19. Assets held for sale

As at 31 December 2023 and 31 December 2022, the Group's and Company's aircraft which met the criteria to be classified as assets held for sale were as follows:

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Property, plant and equipment – aircraft				
At beginning of year	–	–	–	–
Additions	–	52,806	–	–
Disposals	–	(52,806)	–	–
At end of year	–	–	–	–

20. Trade and other payables

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Trade payables	253	27	12	27
Sundry payables	6,927	5,417	2,098	1,309
Accrued finance expenses	107,305	95,951	84,410	79,816
Accrued maintenance reserve payables	670	444	–	444
Accrued technical expenses	6,108	11,383	5,229	6,965
Staff costs related accruals	36,659	28,396	30,407	23,143
Other accruals and liabilities	8,700	4,780	3,769	1,495
Amounts due to subsidiary companies	–	–	23,142	37,208
	166,622	146,398	149,067	150,407

The trade payables and sundry payables of the Group and the Company are substantially denominated in US Dollar (2022: US Dollar), non-interest bearing, current in nature and are normally contracted between 30 and 45 days credit terms.

The table below summarises the aging of trade payables based on invoice due date:

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Current	10	20	10	20
1 – 30 days	43	7	2	7
31 – 60 days	200	–	–	–
	253	27	12	27

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21. Deferred income

Deferred income (current) relates to advance receipts for lease and other income for which services have not yet been rendered.

Deferred income (non-current) relates to advance receipts for lease income for which services have not yet been rendered and the difference between the nominal value of the security deposits (Note 25) and their amortised value using the effective interest method. The deferred income is recognised in profit or loss on a straight-line basis over the lease term.

22. Loans and borrowings

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Current:				
Medium term notes	2,299,710	1,890,000	1,299,710	1,890,000
Loans	805,938	534,432	600,000	124,882
Medium term notes discount (net of premium)	(997)	(482)	(800)	(482)
Fair value and revaluation adjustments	(7,708)	–	(7,445)	–
Deferred debt issue costs	(2,267)	(3,770)	(1,086)	(1,319)
	3,094,676	2,420,180	1,890,379	2,013,081
Non-current:				
Medium term notes	7,459,310	8,109,020	6,309,310	7,109,020
Loans	6,023,704	4,663,546	3,200,000	2,170,000
Medium term notes discount (net of premium)	(22,265)	(16,456)	(12,571)	(15,664)
Fair value and revaluation adjustments	(4,088)	(12,973)	(3,346)	(12,973)
Deferred debt issue costs	(40,845)	(41,652)	(25,386)	(28,519)
	13,415,816	12,701,485	9,468,007	9,221,864
Total loans and borrowings	16,510,492	15,121,665	11,358,386	11,234,945

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22. Loans and borrowings (cont'd)

The deferred debt issue costs relating to obtaining loans and borrowings are analysed as follows:

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Cost:				
At beginning of year	115,719	151,402	64,023	71,175
Additions	17,730	4,852	7,361	1,167
Fully amortised costs written off	(40,539)	(41,219)	(9,377)	(8,658)
Adjustments	838	684	772	339
At end of year	93,748	115,719	62,779	64,023
Accumulated amortisation:				
At beginning of year	70,297	84,901	34,185	30,776
Charge for the year	20,878	26,615	11,499	12,067
Fully amortised costs written off	(40,539)	(41,219)	(9,377)	(8,658)
At end of year	50,636	70,297	36,307	34,185
Net book value:				
At end of year	43,112	45,422	26,472	29,838
Deferred debt issue costs, net	43,112	45,422	26,472	29,838
Less: Current portion	(2,267)	(3,770)	(1,086)	(1,319)
Non-current portion	40,845	41,652	25,386	28,519

The table below summarises the maturity profile of the loans and borrowings at the end of each year for the Group and the Company.

	Group				
	One year or less US\$'000	One to two years US\$'000	Two to five years US\$'000	Over five years US\$'000	Total US\$'000
2023					
Medium term notes	2,290,006	1,855,579	3,541,050	2,020,196	9,706,831
Loans	804,670	1,903,340	4,095,651	–	6,803,661
Total loans and borrowings	3,094,676	3,758,919	7,636,701	2,020,196	16,510,492
2022					
Medium term notes	1,888,414	2,286,997	4,251,552	1,523,808	9,950,771
Loans	531,766	1,025,565	3,574,376	39,187	5,170,894
Total loans and borrowings	2,420,180	3,312,562	7,825,928	1,562,995	15,121,665

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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22. Loans and borrowings (cont'd)

	Company				
	One year or less US\$'000	One to two years US\$'000	Two to five years US\$'000	Over five years US\$'000	Total US\$'000
2023					
Medium term notes	1,290,935	1,855,825	2,898,524	1,527,118	7,572,402
Loans	599,444	1,148,425	2,038,115	–	3,785,984
Total loans and borrowings	1,890,379	3,004,250	4,936,639	1,527,118	11,358,386
2022					
Medium term notes	1,888,413	1,289,710	4,251,552	1,523,809	8,953,484
Loans	124,668	193,476	1,963,317	–	2,281,461
Total loans and borrowings	2,013,081	1,483,186	6,214,869	1,523,809	11,234,945

As at 31 December 2023, secured loans amounted to US\$64.6 million (2022: US\$223.0 million) and nil (2022: US\$54.9 million) for the Group and the Company, respectively. These amounts are secured by the related aircraft (Note 13), certain cash and bank balances and designated bank accounts (Note 18) and/or a pledge of the shares in certain subsidiary companies (Note 34) that hold title to aircraft.

In addition, the Company and certain subsidiary companies have provided negative pledges prohibiting the creation of any encumbrance on its assets and revenues (other than any encumbrance in existence at the time the negative pledge is entered into or created subsequently to secure finance to acquire or re-finance any aircraft).

(a) Medium term notes

Outstanding notes issued at fixed coupon rate and floating rate denominated in various currencies were:

Currency	Fixed Coupon Rate (p.a.)	Maturity (Year)	Group 2023		
			Outstanding amounts US\$'000	Amounts swapped to US\$ and floating rates US\$'000	Amounts swapped to US\$ and fixed rates US\$'000
Australian Dollar	3.15%	2029	140,590	–	140,590
Chinese Yuan	5.5%	2024	49,710	49,710	–
Hong Kong Dollar	3.25% to 3.6%	2026 to 2027	159,837	–	159,837
Singapore Dollar	3.93%	2025	108,883	–	108,883
United States Dollar	1.625% to 5.75%	2024 to 2033	8,950,000	–	–
			9,409,020	49,710	409,310
Currency	Floating Rate (p.a.)				
	3-month Synthetic US Dollar LIBOR + Margin 1.30%	2025	350,000	–	350,000
			9,759,020	49,710	759,310

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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22. Loans and borrowings (cont'd)

(a) Medium term notes (cont'd)

			Group 2022		
			Outstanding amounts US\$'000	Amounts swapped to US\$ and floating rates US\$'000	Amounts swapped to US\$ and fixed rates US\$'000
	Fixed Coupon Rate (p.a.)	Maturity (Year)			
Fixed Coupon Rate					
Currency					
Australian Dollar	3.15%	2029	140,590	–	140,590
Chinese Yuan	5.5%	2024	49,710	49,710	–
Hong Kong Dollar	3.25% to 3.6%	2026 to 2027	159,837	–	159,837
Singapore Dollar	3.93%	2025	108,883	–	108,883
United States Dollar	1.625% to 4.375%	2023 to 2030	8,600,000	–	–
			9,059,020	49,710	409,310
Floating Rate					
Currency	Floating Rate (p.a.)				
	3-month LIBOR + Margin ranging from				
United States Dollar	1.125% to 1.30%	2023 to 2025	940,000	–	840,000
			9,999,020	49,710	1,249,310
			Company 2023		
			Outstanding amounts US\$'000	Amounts swapped to US\$ and floating rates US\$'000	Amounts swapped to US\$ and fixed rates US\$'000
	Fixed Coupon Rate (p.a.)	Maturity (Year)			
Fixed Coupon Rate					
Currency					
Australian Dollar	3.15%	2029	140,590	–	140,590
Chinese Yuan	5.5%	2024	49,710	49,710	–
Hong Kong Dollar	3.25% to 3.6%	2026 to 2027	159,837	–	159,837
Singapore Dollar	3.93%	2025	108,883	–	108,883
United States Dollar	1.75% to 4.5%	2024 to 2030	6,800,000	–	–
			7,259,020	49,710	409,310
Floating Rate					
Currency	Floating Rate (p.a.)				
	3-month Synthetic US Dollar LIBOR + Margin 1.30%				
United States Dollar		2025	350,000	–	350,000
			7,609,020	49,710	759,310

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

22. Loans and borrowings (cont'd)

(a) Medium term notes (cont'd)

			Company 2022		
			Outstanding amounts US\$'000	Amounts swapped to US\$ and floating rates US\$'000	Amounts swapped to US\$ and fixed rates US\$'000
Currency	Fixed Coupon Rate (p.a.)	Maturity (Year)			
Australian Dollar	3.15%	2029	140,590	–	140,590
Chinese Yuan	5.5%	2024	49,710	49,710	–
Hong Kong Dollar	3.25% to 3.6%	2026 to 2027	159,837	–	159,837
Singapore Dollar	3.93%	2025	108,883	–	108,883
United States Dollar	1.75% to 4.375%	2023 to 2030	7,600,000	–	–
			8,059,020	49,710	409,310
Currency	Floating Rate (p.a.)				
			3-month LIBOR + Margin ranging from		
United States Dollar	1.125% to 1.30%	2023 to 2025	940,000	–	840,000
			8,999,020	49,710	1,249,310

As at 31 December 2023, an amount of US\$49.7 million (2022: US\$49.7 million) in medium term notes of the Group and the Company has been swapped to floating rate liabilities and US Dollars (for non-US Dollar denominated notes) via cross-currency interest rate swap contracts. The carrying amount of the medium term note was US\$42.3 million (2022: US\$43.4 million). The note is a liability designated as a hedged item in fair value hedges and classified under Level 2 of the fair value hierarchy. The floating interest rates ranged from 5.7% to 7.6% (2022: 1.6% to 3.1%) per annum during the year.

Effects of fair value hedges on the notes in 2023 and 2022 were as follows:

Group and Company 2023				
	Outstanding amounts US\$'000	Discount and deferred debt issue costs US\$'000	Accumulated amount of fair value adjustments US\$'000	Carrying amounts of liabilities US\$'000
Fair value hedge				
Foreign currency and interest rate risks				
- Cross-currency interest rate swaps	49,710	(3)	(7,445)	42,262
Group and Company 2022				
	Outstanding amounts US\$'000	Discount and deferred debt issue costs US\$'000	Accumulated amount of fair value adjustments US\$'000	Carrying amounts of liabilities US\$'000
Fair value hedge				
Foreign currency and interest rate risks				
- Cross-currency interest rate swaps	49,710	(20)	(6,246)	43,444

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

22. Loans and borrowings (cont'd)

(a) Medium term notes (cont'd)

As at 31 December 2023, an amount of US\$409.3 million (2022: US\$409.3 million) in medium term notes of the Group and the Company which was denominated in non-US Dollar currencies at fixed rates has been swapped to US Dollars and at fixed rates via cross-currency interest rate swap contracts to hedge the exposure to variability in cash flows arising from the foreign currency fixed rate loans and borrowings. The net fair value gain of US\$3.2 million (2022: US\$6.4 million) on these cross-currency interest rate swaps was recognised in hedging reserve.

As at 31 December 2023, an amount of US\$350 million (2022: US\$840 million) in medium term notes of the Group and the Company has been swapped to fixed rate liabilities via interest rate swaps to hedge exposure to variability in cash flows from related borrowings which are pegged to Synthetic US Dollar LIBOR. These hedges are classified as cash flow hedges. The net fair value loss of US\$11.6 million (2022: gain of US\$50.5 million) on these financial instruments was recognised in hedging reserve.

The terms of the above cross-currency interest rate swap and interest rate swap contracts have been negotiated to match the terms of the notes and accordingly, the hedges are assessed to be highly effective.

(b) Loans

Interest on floating rate loans of the Group is set at specified margins above SOFR or US Dollar LIBOR (prior to the loans being transited to SOFR). Interest rate for floating rate loans is reset at intervals of up to six months and the weighted average effective interest rate was 6.1% (2022: 2.8%) per annum. The loans are repayable based on agreed repayment schedules, until the expiry date of the respective loans. The final maturities of the loans are between 2024 and 2028 (2022: 2023 and 2028).

As at 31 December 2023, the loans due to the intermediate holding company for the Group and the Company amounted to US\$995 million (2022: US\$695 million) and the loans due to other related parties for the Group and the Company amounted to US\$2,169.1 million (2022: US\$1,887.6 million) and US\$757.3 million (2022: US\$300.3 million), respectively.

As at 31 December 2023, loans outstanding of the Group and the Company amounting to US\$1,820 million (2022: US\$370 million) and US\$720 million (2022: US\$70 million) respectively, have been swapped to fixed rate liabilities via interest rate swaps to hedge exposure to variability in cash flows from related loans which are pegged to SOFR. These hedges are classified as cash flow hedges. The terms of the interest rate swap contracts have been negotiated to match the terms of the loans and accordingly, the cash flow hedges were assessed to be highly effective. The net fair value loss of US\$7.4 million (2022: gain of US\$42.9 million) and US\$4.4 million (2022: gain of US\$3.6 million) was accounted for in hedging reserve of the Group and the Company respectively.

As at 31 December 2023, the Group and the Company had unutilised unsecured committed revolving credit facilities of US\$4,460 million (2022: US\$4,705 million) and US\$4,085 million (2022: US\$4,465 million), respectively. These facilities included US\$3,500 million (2022: US\$3,500 million) available under a committed revolving credit facility provided by the intermediate holding company that matures in 2026 (2022: 2026). The unutilised committed revolving credit facilities provided by other related parties to the Group totalled US\$95.9 million (2022: US\$82.4 million) that mature in 2024 (2022: 2024) and to the Company amounted to US\$3.8 million (2022: US\$35.7 million) that mature in 2024 (2022: 2024).

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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22. Loans and borrowings (cont'd)

(b) Loans (cont'd)

As at 31 December 2023, unutilised unsecured committed term loan facilities available to the Group totalled US\$765 million (2022: US\$225 million) and available to the Company amounted to nil (2022: US\$125 million). For the Group, these facilities include an amount of US\$240 million (2022: US\$100 million) which was provided by other related parties.

23. Lease liabilities

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
At beginning of year	16,654	2,757	13,804	953
Additions	99	16,464	–	14,600
Accretion of interest	429	337	367	256
Payments	(3,384)	(2,902)	(2,590)	(2,296)
Revaluation adjustments	721	(2)	612	291
	<hr/>			
At end of year	14,519	16,654	12,193	13,804
	<hr/>			
Current	2,504	2,516	1,798	1,818
Non-current	12,015	14,138	10,395	11,986
	<hr/>			
	14,519	16,654	12,193	13,804

The following amounts were recognised in profit or loss:

	Group	
	2023 US\$'000	2022 US\$'000
Depreciation expense of right-of-use assets	2,549	2,548
Interest expense on lease liabilities	429	337
Expense relating to leases of low-value assets	21	13
	<hr/>	
	2,999	2,898

Interest rates on the leases ranged from 2.8% to 3.9% (2022: 2.0% to 3.4%) per annum for the Group and 2.9% (2022: 2.0% to 2.9%) per annum for the Company.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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24. Reconciliation of movement of financial liabilities to net cash flows from financing activities

	Group	
<u>Extract from Consolidated Statement of Cash Flows</u>	2023	2022
Cash flows from financing activities:	US\$'000	US\$'000
Proceeds from loans and borrowings	3,335,000	1,685,000
Repayment of loans and borrowings	(2,449,601)	(3,108,391)
Increase/(Decrease) in borrowings from revolving credit facilities, net	505,000	(185,000)
Repayment of lease liabilities	(3,384)	(2,902)
Finance expenses paid	(639,794)	(492,019)
Debt issue costs paid	(31,466)	(5,536)
Net cash flows from/(used in) financing activities arising from movement in financial liabilities	715,755	(2,108,848)
Cash flows used in other financing activities	(197,034)	(185,712)
Net cash flows from/(used in) financing activities in consolidated statement of cash flows	518,721	(2,294,560)

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

24. Reconciliation of movement of financial liabilities to net cash flows from financing activities (cont'd)

Group	Note	2022 US\$'000	Cash flows US\$'000	Non-cash changes					2023 US\$'000
				Fair value and revaluation adjustments US\$'000	Future lease payments US\$'000	Amortisation /accretion US\$'000	Re- classification US\$'000		
Loans and borrowings									
Medium term notes									
- current		1,890,000	(1,890,000)	(7,445)	-	-	2,299,710	2,292,265	
- non-current		8,096,047	1,650,000	9,627	-	-	(2,299,710)	7,455,964	
Medium term notes discount (net of premium)		(482)	-	-	-	482	(997)	(997)	
- current		(16,456)	(12,898)	-	-	6,092	997	(22,265)	
- non-current									
Loans									
- current		534,432	(534,694)	(1)	-	-	805,938	805,675	
- non-current		4,663,546	2,165,093	261	-	-	(805,938)	6,022,962	
Deferred debt issue costs									
- current		(3,770)	-	-	-	3,770	(2,267)	(2,267)	
- non-current		(41,652)	(18,568)	-	-	17,108	2,267	(40,845)	
	22	15,121,665	1,358,933	2,442	-	27,452	-	16,510,492	
Lease liabilities									
- current		2,516	(3,384)	-	99	429	2,844	2,504	
- non-current		14,138	-	721	-	-	(2,844)	12,015	
	23	16,654	(3,384)	721	99	429	-	14,519	
Trade and other payables									
Accrued finance expenses		95,951	(639,794)	(260)	-	651,408	-	107,305	
	20	95,951	(639,794)	(260)	-	651,408	-	107,305	
Total		15,234,270	715,755	2,903	99	679,289	-	16,632,316	

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

24. Reconciliation of movement of financial liabilities to net cash flows from financing activities (cont'd)

Group	Note	2021 US\$'000	Cash flows US\$'000	Non-cash changes					2022 US\$'000
				Fair value and revaluation adjustments US\$'000	Future lease payments US\$'000	Amortisation /accrion US\$'000	Re- classification US\$'000		
Loans and borrowings									
Medium term notes									
- current		1,047,143	(1,048,301)	1,158	-	-	1,890,000	1,890,000	1,890,000
- non-current		9,998,908	-	(12,861)	-	-	(1,890,000)	(1,890,000)	8,096,047
Medium term notes discount (net of premium)									
- current		(630)	-	-	-	630	(482)	(482)	(482)
- non-current		(22,872)	-	-	-	5,934	482	482	(16,456)
Loans									
- current		808,577	(808,315)	(262)	-	-	534,432	534,432	534,432
- non-current		4,950,756	248,225	(1,003)	-	-	(534,432)	(534,432)	4,663,546
Deferred debt issue costs									
- current		(5,336)	-	-	-	5,336	(3,770)	(3,770)	(3,770)
- non-current		(61,165)	(5,536)	-	-	21,279	3,770	3,770	(41,652)
	22	16,715,381	(1,613,927)	(12,968)	-	33,179	-	-	15,121,665
Lease liabilities									
- current		1,490	(2,902)	-	3,185	337	406	406	2,516
- non-current		1,267	-	(2)	13,279	-	(406)	(406)	14,138
	23	2,757	(2,902)	(2)	16,464	337	-	-	16,654
Trade and other payables									
Accrued finance expenses									
	20	95,150	(492,019)	-	-	492,820	-	-	95,951
	20	95,150	(492,019)	-	-	492,820	-	-	95,951
Total		16,813,288	(2,108,848)	(12,970)	16,464	526,336	-	-	15,234,270

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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25. Security deposits

In addition to the cash security deposits recorded in the statement of financial position, the security deposits received by the Group and the Company in the form of irrevocable letters of credit amounted to US\$132.9 million (2022: US\$187.2 million) and US\$59.6 million (2022: US\$67.0 million), respectively.

26. Maintenance reserves

	Group		Company	
	2023	2022	2023	2022
	US\$'000	US\$'000	US\$'000	US\$'000
At beginning of year	645,116	672,110	339,488	326,509
Contributions	161,699	175,989	82,600	67,387
Utilisation	(40,328)	(31,812)	(13,952)	(18,814)
Transfer to accrued maintenance reserve payables	(670)	(444)	–	(444)
Transfer to buyers	(25,759)	(16,211)	(25,759)	(3,843)
Transfer to subsidiary companies, net	–	–	(8,538)	(2,282)
Release to profit or loss for excess written off	(41,658)	–	(41,658)	–
Release to profit or loss upon sale of aircraft	(5,030)	–	–	–
Release to profit or loss upon termination of leases	–	(154,516)	–	(29,025)
At end of year	693,370	645,116	332,181	339,488

Letters of credit received by the Group and the Company from certain lessees to cover all or a portion of their maintenance contribution payment obligations amounted to US\$253.2 million (2022: US\$249.8 million) and US\$72.0 million (2022: US\$73.5 million), respectively.

27. Deferred income tax assets and liabilities

	Group		Company	
	2023	2022	2023	2022
	US\$'000	US\$'000	US\$'000	US\$'000
Deferred income tax liabilities, net	647,250	557,596	180,955	160,956
Deferred income tax assets, net	(193)	(159)	–	–
	647,057	557,437	180,955	160,956

Net deferred income tax assets and deferred income tax liabilities which arose in different taxable jurisdictions are grouped separately.

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27. Deferred income tax assets and liabilities (cont'd)

The gross deferred income tax assets and liabilities were as follows:

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Gross deferred tax liabilities	1,184,334	1,016,570	259,361	189,679
Gross deferred tax assets	(537,277)	(459,133)	(78,406)	(28,723)
Net deferred tax liabilities	647,057	557,437	180,955	160,956

The unrecognised deferred tax liabilities are as disclosed in Note 3.1(b).

Movements in the Group's and Company's deferred tax assets and liabilities during the year were as follows:

	Group			Total US\$'000
	Differences in depreciation US\$'000	Unremitted overseas income US\$'000	Others US\$'000	
Deferred tax liabilities arising from:				
At 1 January 2022	990,390	5,274	451	996,115
Charged to profit or loss	14,577	1,955	3,923	20,455
At 31 December 2022 and 1 January 2023	1,004,967	7,229	4,374	1,016,570
Charged to profit or loss	113,205	3,429	51,130	167,764
At 31 December 2023	1,118,172	10,658	55,504	1,184,334

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27. Deferred income tax assets and liabilities (cont'd)

	Group			
	Unabsorbed capital allowances and unutilised tax losses US\$'000	Provisions US\$'000	Others US\$'000	Total US\$'000
	Deferred tax assets arising from:			
At 1 January 2022	(429,750)	(6,854)	(12,456)	(449,060)
(Credited)/Charged to profit or loss	(19,379)	2,771	(2,941)	(19,549)
Charged to other comprehensive income	–	–	9,476	9,476
At 31 December 2022 and 1 January 2023	(449,129)	(4,083)	(5,921)	(459,133)
(Credited)/Charged to profit or loss	(78,528)	(515)	1,779	(77,264)
Credited to other comprehensive income	–	–	(880)	(880)
At 31 December 2023	(527,657)	(4,598)	(5,022)	(537,277)

	Company			
	Differences in depreciation US\$'000	Unremitted overseas income US\$'000	Others US\$'000	Total US\$'000
	Deferred tax liabilities arising from:			
At 1 January 2022	158,034	5,274	424	163,732
Charged to profit or loss	20,042	1,955	3,950	25,947
At 31 December 2022 and 1 January 2023	178,076	7,229	4,374	189,679
Charged to profit or loss	15,113	3,429	51,140	69,682
At 31 December 2023	193,189	10,658	55,514	259,361

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27. Deferred income tax assets and liabilities (cont'd)

	Company			
	Unabsorbed capital allowances and unutilised tax losses US\$'000	Provisions US\$'000	Others US\$'000	Total US\$'000
	Deferred tax assets arising from:			
At 1 January 2022	(14,224)	(4,676)	(3,766)	(22,666)
(Credited)/Charged to profit or loss	(12,092)	2,206	(35)	(9,921)
Charged to other comprehensive income	–	–	3,864	3,864
At 31 December 2022 and 1 January 2023	(26,316)	(2,470)	63	(28,723)
Credited to profit or loss	(48,040)	(807)	(370)	(49,217)
Credited to other comprehensive income	–	–	(466)	(466)
At 31 December 2023	(74,356)	(3,277)	(773)	(78,406)

The unabsorbed capital allowances and unutilised tax losses can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements applying to the Company and its relevant subsidiaries in their respective countries of incorporation. The unabsorbed capital allowances and unutilised tax losses have no expiry date.

28. Other non-current liabilities

Included in other non-current liabilities are the non-current portion of bonuses and related employers' contributions payable and provided for under the staff cash incentive plans. These bonuses are payable from 2025 to 2026 (2022: 2024 to 2025).

29. Share capital

	Group and Company			
	2023 No. of shares '000	US\$'000	2022 No. of shares '000	US\$'000
Issued and fully paid ordinary shares:				
At beginning and end of year	694,010	1,157,791	694,010	1,157,791

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

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30. Hedging reserves

Hedging reserves record the portion of the fair value changes on derivative financial instruments designated as hedging instruments in cash flow hedges that is determined to be an effective hedge.

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Interest rate and foreign currency risk:				
At beginning of year	15,212	(84,596)	13,548	(46,982)
Effective portion of changes in fair value of cash flow hedges, net of tax:				
- Interest rate swaps	14,459	87,249	7,042	44,303
- Cross-currency interest rate swaps	4,782	(4,168)	4,782	(4,168)
	19,241	83,081	11,824	40,135
Net change in fair value of cash flow hedges reclassified to profit or loss, net of tax:				
- Interest rate swaps	(33,449)	6,148	(23,125)	9,816
- Cross-currency interest rate swaps	(1,542)	10,579	(1,542)	10,579
	(34,991)	16,727	(24,667)	20,395
	(15,750)	99,808	(12,843)	60,530
At end of year	(538)	15,212	705	13,548

31. Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	Note	Group	
		2023 US\$'000	2022 US\$'000
Short-term deposits	17	308,796	306,707
Cash and bank balances	18	83,025	85,206
		391,821	391,913

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32. Lease liabilities to subsidiary companies

	Company	
	2023	2022
	US\$'000	US\$'000
Current:		
Lease liabilities to subsidiary companies	–	47,293
Deferred debt issue costs	–	(1,866)
	<hr/>	<hr/>
Lease liabilities to subsidiary companies, net	–	45,427
	<hr/>	<hr/>
Non-current:		
Lease liabilities to subsidiary companies	–	31,842
Deferred debt issue costs	–	(1,084)
	<hr/>	<hr/>
Lease liabilities to subsidiary companies, net	–	30,758
	<hr/>	<hr/>
Total lease liabilities to subsidiary companies, net	–	76,185
	<hr/>	<hr/>
	Company	
	2023	2022
	US\$'000	US\$'000
At beginning of year	76,185	175,710
Accretion of interest	5,691	7,773
Payments	(81,876)	(107,298)
	<hr/>	<hr/>
At end of year	–	76,185
	<hr/>	<hr/>
Current	–	45,427
Non-current	–	30,758
	<hr/>	<hr/>
	–	76,185
	<hr/>	<hr/>

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

32. Lease liabilities to subsidiary companies (cont'd)

The lease liabilities to subsidiary companies are secured by a charge over leased assets (Note 13). Interest rates on the leases ranged from 4.0% to 6.5% (2022: 0.3% to 6.1%) per annum.

The deferred debt issue costs relating to lease liabilities to subsidiary companies are analysed as follows:

	Company	
	2023	2022
	US\$'000	US\$'000
Cost:		
At beginning of year	23,375	38,756
Fully amortised cost written off	(23,375)	(15,381)
At end of year	–	23,375
Accumulated amortisation:		
At beginning of year	20,425	30,818
Charge for the year	2,950	4,988
Fully amortised cost written off	(23,375)	(15,381)
At end of year	–	20,425
Net book value:		
At end of year	–	2,950
Deferred debt issue costs, net	–	2,950
Less: Current portion	–	(1,866)
Non-current portion	–	1,084

33. Amounts due from subsidiary companies

The amounts due from subsidiary companies of US\$2,783.3 million (2022: US\$2,293.6 million) are interest bearing, non-trade related and unsecured. The interest rate ranged from 2.9% to 3.9% (2022: 2.9% to 6.3%) per annum.

34. Investments in subsidiary companies

	Company	
	2023	2022
	US\$'000	US\$'000
Equity investments at cost:		
At beginning of year	747,140	747,140
Dissolutions	(1)	–*
At end of year	747,139	747,140

* The decrease in cost of investment is less than US\$1,000.

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34. Investments in subsidiary companies (cont'd)

Details of the subsidiary companies are as follows:

	Name	Country of incorporation/ principal country of operation	Principal activities	Paid up capital as at 31 December 2023	Percentage of equity held 2023 %	Percentage of equity held 2022 %
1	BOC Aviation (UK) Limited	England and Wales	Leasing of aircraft	US\$75,000,000	100	100
1	BOC Aviation (Ireland) Limited	Ireland	Leasing of aircraft	US\$250,000,000 + €5.08	100	100
1	BOC Aviation Leasing (Tianjin) Limited#	People's Republic of China	Investment holding	US\$1,800,000	100	100
1	BOC Aviation (USA) Corporation	United States	Leasing of aircraft	US\$186,400,000	100	100
2	BOC Aviation (Cayman) Limited	Cayman Islands	Acquisition of aircraft	US\$100	100	100
2	Echo Leasing One Limited	Cayman Islands	Leasing of aircraft	US\$100	100	100
2	Echo Leasing Two Limited	Cayman Islands	Leasing of aircraft	US\$100	100	100
2	Echo Leasing Five Limited	Cayman Islands	In dissolution process	–	–	100
2	Echo Leasing Six Limited	Cayman Islands	In dissolution process	US\$10	100	100
2	Echo Leasing Seven Limited	Cayman Islands	Leasing of aircraft	US\$10	100	100
2,4	Vanda Leasing Nine Limited	Cayman Islands	In dissolution process	–	–	100
2	Vanda Leasing Ten Limited	Cayman Islands	Leasing of aircraft	US\$10	100	100
2	Vanda Leasing Eleven Limited	Cayman Islands	Leasing of aircraft	US\$10	100	100
2	Vanda Leasing Twelve Limited	Cayman Islands	Leasing of aircraft	US\$10	100	100

Company type: Limited liability company (solely invested by a foreign legal person)

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34. Investments in subsidiary companies (cont'd)

Name	Country of incorporation/ principal country of operation	Principal activities	Paid up capital as at 31 December 2023	Percentage of equity held 2023 %	Percentage of equity held 2022 %
Consolidated structured entities*					
2,3 Galahad Leasing Limited	Cayman Islands	Leasing of aircraft	US\$250	-	-
Gawain Leasing Limited	Cayman Islands	Dissolved	-	-	-
Green Knight Leasing Limited	Cayman Islands	Dissolved	-	-	-
2,3 Guinevere Leasing Limited	Cayman Islands	Leasing of aircraft	US\$250	-	-
1,3 ARCU Aircraft Holdings Pte. Ltd.	Singapore	Investment holding	US\$1	-	-
1,3 Pacific Triangle Holdings Pte. Ltd.	Singapore	Investment holding	US\$1	-	-
2,3 Chilli Leasing LLC	United States	Leasing of aircraft	US\$1,000	-	-
2,3 Laylya Leasing LLC	United States	Leasing of aircraft	US\$1,000	-	-
2,3 Sunshine Aircraft Leasing LLC	United States	Leasing of aircraft	US\$1,000	-	-

* The companies were used as structured entities for the Group in relation to certain loan facilities. The loan facilities have been fully repaid, and these entities will be dissolved in 2024.

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34. Investments in subsidiary companies (cont'd)

Name	Country of incorporation/ principal country of operation	Principal activities	Paid up capital as at 31 December 2023	Percentage of equity held 2023 %	Percentage of equity held 2022 %
Held by ARCU Aircraft Holdings Pte. Ltd.:					
2,3	ARCU Aircraft Leasing Limited*	Cayman Islands Leasing of aircraft	US\$250	-	-
Held by Pacific Triangle Holdings Pte. Ltd.:					
2	Pacific Triangle Leasing Limited*	Cayman Islands Leasing of aircraft	US\$250	-	-
2	Pacific Triangle Leasing 2 Limited*	Cayman Islands Leasing of aircraft	US\$250	-	-
Held by BOC Aviation (Ireland) Limited:					
2,4	BOC Aviation (France) SARL	France In dissolution process	€1,000	100	100

* The companies were used as structured entities for the Group in relation to certain loan facilities. The loan facilities have been fully repaid, and these entities will be dissolved in 2024.

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34. Investments in subsidiary companies (cont'd)

Name	Country of incorporation/ principal country of operation	Principal activities	Paid up capital as at 31 December 2023	Percentage of equity held 2023 %	Percentage of equity held 2022 %
Held by BOC Aviation Leasing (Tianjin) Limited:					
2	博加阿尔法航空租赁 (天津) 有限公司 (BOCA Alpha Leasing (TJ) Limited) [^]	Leasing of aircraft	CNY100,000	100	100
2	博加布拉沃航空租赁 (天津) 有限公司 (BOCA Bravo Leasing (TJ) Limited) [^]	Leasing of aircraft	CNY100,000	100	100
2	博加查理航空租赁 (天津) 有限公司 (BOCA Charlie Leasing (TJ) Limited) [^]	Leasing of aircraft	CNY100,000	100	100
2	博加德达航空租赁 (天津) 有限公司 (BOCA Delta Leasing (TJ) Limited) [^]	Leasing of aircraft	CNY100,000	100	100
2	博加易科航空租赁 (天津) 有限公司 (BOCA Echo Leasing (TJ) Limited) [^]	Leasing of aircraft	CNY100,000	100	100

[^] Company type: Limited liability company (solely invested by a foreign-invested enterprise)

All subsidiary companies and all consolidated structured entities are incorporated as limited liability entities.

¹ Audited by PricewaterhouseCoopers LLP, Singapore or member firms of PricewaterhouseCoopers.

² Not required to be audited by law in its country of incorporation.

³ The shares or membership interest (as applicable) of these companies was pledged for loan facilities that have been fully repaid. The entities will be dissolved in 2024.

⁴ Subsequent to 31 December 2023, the dissolution process for this company was completed.

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35. Dividends

	Group and Company 2023 US\$'000	2022 US\$'000
<i>Declared and paid during the year:</i>		
Final dividend for 2022: US\$0.1770 (2021: US\$0.1733) per share	122,840	120,272
Interim dividend for 2023: US\$0.1131 (2022: US\$0.0889) per share	78,493	61,698
	201,333	181,970
<i>Proposed as at 31 December:</i>		
Final dividend for 2023: US\$0.2721 (2022: US\$0.1770) per share	188,840	122,840

On 14 March 2024, the directors proposed to recommend to the Annual General Meeting on 30 May 2024 a final dividend of US\$0.2721 per ordinary share for the year ended 31 December 2023 amounting to approximately US\$188.8 million, bringing the total dividend for 2023 to US\$267.3 million (2022: US\$184.5 million) or US\$0.3852 (2022: US\$0.2659) per ordinary share. This proposed final dividend is not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 December 2024.

36. Related party transactions

The Group is majority owned by Bank of China Limited which is controlled by Central Huijin, a wholly owned subsidiary of CIC, which is a wholly state-owned company in the PRC. Central Huijin and CIC have equity interests in certain other entities in the PRC. Bank of China Limited is indirectly subject to the control of the State Council of the PRC Government through CIC and Central Huijin. The State Council of the PRC Government directly or indirectly controls a significant number of entities through its government authorities, agencies, affiliates and other state-controlled entities.

The Group enters into leasing, purchase and leaseback, borrowing and other transactions with certain state-owned or state-controlled entities mentioned above in the normal course of business and on commercial terms.

The Group considers only those entities known to management to be a subsidiary company, associate or joint venture of Central Huijin to be related parties of the Group.

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36. Related party transactions (cont'd)

In addition to the information disclosed elsewhere in the financial statements, the following significant transactions took place between the Group and related parties in the normal course of business and on commercial terms:

	Group	
	2023	2022
	US\$'000	US\$'000
Costs and expenses		
(a) Intermediate holding company:		
Interest expense	52,307	19,269
Debt issue costs	300	–
(b) Other related parties:		
Interest expense	120,356	54,175
Debt issue costs	5,100	1,525
Dividend paid to immediate holding company	140,933	127,379
Directors' and key executives' remuneration paid during the year		
(a) Directors of the Company:		
Salary, fees, bonuses and other costs	4,874	5,827
CPF and other defined contributions	3	3
	4,877	5,830
(b) Key executives (excluding executive directors):		
Salary, bonuses and other costs	7,652	7,617
CPF and other defined contributions	168	154
	7,820	7,771

During the year ended 31 December 2023, the share-based compensation expense for directors of the Company and key executives of the Group amounted to US\$1.2 million (2022: US\$1.3 million) and US\$1.9 million (2022: US\$1.5 million), respectively.

As at 31 December 2023, US\$6.8 million (2022: US\$8.9 million) of deferred bonuses were payable to directors of the Company and key executives of the Group.

During the year ended 31 December 2023, 296,212 (2022: 450,403) of RSUs granted in 2021 (2022: 2020) to the directors of the Company and key executives of the Group had vested.

As at 31 December 2023, 1,063,494 (2022: 727,674) of RSUs had been granted to directors of the Company and key executives of the Group but had not vested.

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37. Commitments

(a) Operating lease commitments

Operating lease commitments - As lessor

Aircraft

The Group and the Company lease its aircraft under operating lease agreements that are non-cancellable.

Future net minimum lease receivables under the non-cancellable operating leases as at the end of each year for existing aircraft are as follows:

	Group		Company	
	2023 US\$ million	2022 US\$ million	2023 US\$ million	2022 US\$ million
Within one year	1,907	1,887	1,120	1,128
Between one and two years	1,843	1,857	1,098	1,119
Between two and three years	1,774	1,716	1,055	1,044
Between three and four years	1,671	1,608	1,024	969
Between four and five years	1,622	1,500	1,013	930
More than five years	5,170	5,759	3,006	3,368
	13,987	14,327	8,316	8,558

Future net minimum lease receivables committed for aircraft yet to be delivered are as follows:

	Group		Company	
	2023 US\$ million	2022 US\$ million	2023 US\$ million	2022 US\$ million
Within one year	126	73	59	27
Between one and two years	183	200	91	80
Between two and three years	195	232	103	98
Between three and four years	195	232	103	98
Between four and five years	195	232	103	98
More than five years	1,285	1,567	772	771
	2,179	2,536	1,231	1,172

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37. Commitments (cont'd)

(b) Finance lease commitments

Finance lease commitments - As lessor

The following table shows the maturity analysis of the undiscounted lease payments to be received:

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Within one year	300,253	262,892	62,496	262,892
Between one and two years	846,319	234,132	608,823	234,132
Between two and three years	237,443	204,774	–	204,774
Between three and four years	237,395	–	–	–
Between four and five years	263,277	–	–	–
More than five years	1,682,463	–	–	–
Total undiscounted minimum lease payments	3,567,150	701,798	671,319	701,798
Less: Amounts representing unearned finance income	(1,063,048)	(58,695)	(51,460)	(58,695)
Net investment in finance leases	2,504,102	643,103	619,859	643,103

The scheduled finance lease receivables are as follows:

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Finance lease receivables	2,504,102	643,103	619,859	643,103
Less: Current portion	(123,555)	(229,909)	(24,728)	(229,909)
Non-current portion	2,380,547	413,194	595,131	413,194

The effective interest rates on the finance lease receivables was 6.6% (2022: 6.2%) per annum. Interest income from finance leases during the year ended 31 December 2023 was US\$69.0 million (2022: US\$40.7 million).

As there has been no significant increase in the risk of default of these finance lease receivables since initial recognition, the Group and the Company assess that there is no material expected credit loss and accordingly no loss allowance is required.

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37. Commitments (cont'd)

(c) Capital expenditure commitments

As at 31 December 2023, the Group had committed to purchase various aircraft delivering between 2024 and 2029. The amount of future commitments under purchase agreements, purchase and leaseback and finance lease agreements, including assumed escalation to delivery, was US\$12.0 billion to the end of 2029 (2022: US\$11.1 billion to the end of 2029). This includes all commitments to purchase aircraft, including those where an airline has a right to acquire the relevant aircraft on delivery.

38. Contingent liabilities

Guarantees of subsidiary companies' obligations

The Company has provided guarantees for certain loans extended to its subsidiary companies by the banks and for obligations under certain lease agreements entered into by the subsidiary companies. As at 31 December 2023, the guarantees for loans to subsidiary companies amounted to approximately US\$5.2 billion (2022: US\$3.9 billion). The guarantees are callable on demand.

39. Classification of financial instruments and their fair values

The carrying amounts of each category of financial assets and financial liabilities, as defined in IFRS 9/SFRS(I) 9, are disclosed either in the statement of financial position or in the notes to the financial statements.

Financial assets measured at amortised cost comprise trade receivables (Note 15), other receivables (Note 16), short-term deposits¹ (Note 17), cash and bank balances (Note 18), amounts due from subsidiary companies (Note 33) and finance lease receivables (Note 37(b)).

As at 31 December 2023, the financial assets measured at amortised cost for the Group and the Company were US\$3,131.7 million (2022: US\$1,180.1 million) and US\$3,519.7 million (2022: US\$3,105.9 million), respectively.

Financial liabilities measured at amortised cost comprise trade and other payables (Note 20), loans and borrowings (Note 22), security deposits (Note 25) and other non-current liabilities² (Note 28).

As at 31 December 2023, the financial liabilities measured at amortised cost for the Group and the Company were US\$16,866.7 million (2022: US\$15,441.0 million) and US\$11,610.0 million (2022: US\$11,468.8 million), respectively.

¹ Excluding investment in money market funds.

² Excluding bonuses and related employers' contributions payable and provided for under the staff cash incentive plans.

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39. Classification of financial instruments and their fair values (cont'd)

(a) Financial instruments carried at fair values

Financial assets and liabilities at fair value through profit or loss comprise derivative financial instruments (Note 14) and investment in money market funds classified as short-term deposits (Note 17).

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of the derivative financial instruments and investment in money market funds under the Group are classified under Level 2 of the fair value hierarchy. The fair values of the derivative financial instruments are determined with reference to marked-to-market values based on valuation techniques that use data from observable markets. The fair values of investment in money market funds are determined by reference to marked-to-market values provided by counterparties. There were no transfers between Levels 1, 2 and 3 during the year ended 31 December 2023 and 2022.

(b) Financial instruments whose carrying amounts approximate fair values

Management has determined that except for derivative financial instruments, the carrying amounts of its current financial assets and liabilities reasonably approximate their fair values because these are mostly short-term in nature or are repriced frequently. Amounts due from subsidiary companies approximate their fair values because these are repriced frequently.

Non-current loans and borrowings (excluding non-current medium term notes as disclosed in Note 39(c) below) and receivables from airlines (Note 16) reasonably approximate their fair values for those that are at floating rate and are re-priced to market interest rates on or near the end of each year for the respective financial year.

Non-current finance lease receivables and trade receivables reasonably approximate their fair values as the implicit interest rate of each financial instrument approximates the market interest rate prevailing at the end of each year.

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39. Classification of financial instruments and their fair values (cont'd)

(c) Financial instruments not measured at fair value, for which fair value is disclosed

Set out below is a comparison of carrying amounts and fair values of all of the Group's and Company's financial instruments not measured at fair value.

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Medium term notes :				
Carrying amounts	9,319,350	8,975,156	7,183,916	7,977,869
Fair values	9,024,003	8,429,804	6,877,463	7,480,334

As at 31 December 2023, the fair value measurements of the above financial instruments were classified under Level 1 of the fair value hierarchy as these amounts were based on quoted prices, except for the carrying amount of US\$159.7 million (2022: US\$159.6 million) with fair value of US\$156.6 million (2022: US\$148.3 million) which was classified under Level 2 of the fair value hierarchy as it was determined based on indicative bid price obtained from a counterparty.

40. Financial risk management objectives and policies

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, credit risk and foreign exchange risk. The Group reviews and agrees policies for managing each of these risks. The following sections provide details regarding the Group's exposure to financial risks and the objectives, policies and processes for the management of these risks.

There has been no significant change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its loans and borrowings and lease rental income.

The Group obtains financing through loans and capital market notes. The Group's objective is to obtain the most favourable interest rates available on acceptable terms and conditions.

A portion of the Group's financial assets and liabilities are based on floating interest rates pegged to Synthetic US Dollar LIBOR or SOFR and are contractually repriced at intervals of less than 12 months from the end of each year. Interest rate exposure for the Group arises when the Group collects fixed rate rentals but pays floating interest rates under its borrowings.

The Group adopts a policy of managing its interest rate exposure by maintaining a debt portfolio with both fixed and floating interest rates.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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40. Financial risk management objectives and policies (cont'd)

(a) Interest rate risk (cont'd)

Interest rate benchmark reform and associated risks

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (“IBORs”) with alternative nearly risk-free rates. US Dollar LIBOR was discontinued on 30 June 2023 and has lost its representativeness. On 3 April 2023, the Financial Conduct Authority announced its decision to require ICE Benchmark Administration Limited (the administrator of US Dollar LIBOR) to continue the publication of 1-month, 3-month and 6-month US Dollar LIBOR settings using a ‘synthetic’ methodology (“Synthetic US Dollar LIBOR”) for a period expiring on 30 September 2024 (subject to any extension of such period).

As at 31 December 2023, the Group has completed the transition of its US Dollar LIBOR-based financial instruments and off-balance sheet items to SOFR, except for certain balances for which the Group has exposure to Synthetic US Dollar LIBOR. The Group has applied Amendments to IFRS 9/SFRS(I) 9, IAS 39/SFRS(I) 1-39, IFRS 7/SFRS(I) 7, IFRS 4/SFRS(I) 4 and IFRS 16/SFRS(I)16: Interest Rate Benchmark Reform – Phase 2 for amortised cost measurement and hedge accounting in respect of modifications triggered by the transition. The transition from US Dollar LIBOR to SOFR has no material effect on the amounts reported for the current and prior financial year.

The Group has exposure to Synthetic US Dollar LIBOR on its financial instruments and off-balance sheet items as at 31 December 2023 as set out in the table below. These balances have not yet transitioned to an alternative benchmark rate. For those balances with exposure to Synthetic US Dollar LIBOR, some of the balances will naturally expire before Synthetic US Dollar LIBOR ceases on 30 September 2024. Management monitors and manages the transition to alternative risk-free rates. Management evaluates whether the contracts which are referenced to Synthetic US Dollar LIBOR will need to be amended and how to manage such communication with the counterparties.

	Group US\$'000	Company US\$'000
<u>Assets</u>		
Derivative financial instruments	6,970	6,970
<u>Liabilities</u>		
Gross debt	350,000	350,000
<u>Off-balance sheet items</u>		
Operating lease commitments – as lessor	168,551	158,242

As at 31 December 2023, the notional amount of the Group’s and Company’s derivative financial instruments exposed to Synthetic US Dollar LIBOR is US\$350 million.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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40. Financial risk management objectives and policies (cont'd)

(a) Interest rate risk (cont'd)

Sensitivity analysis for interest rate risk

A sensitivity analysis is performed based on the following assumptions on the outstanding financial instruments of the Group at the end of the year:

- (i) Changes in interest rates affect the interest income or finance expenses of variable interest financial instruments, which include short-term deposits and floating rate loans.
- (ii) Changes in interest rates affect the fair values of derivative financial instruments.
- (iii) Changes in the fair values of derivative financial instruments and other financial assets and liabilities are estimated by discounting the future cash flows to net present values using appropriate market rates prevailing at the end of the year.

For a more meaningful analysis on the impact of a change in floating interest rates, the sensitivity analysis includes the effect of such a change on the lease rental income in order to determine the potential impact on the Group's net profit after tax.

Under these assumptions, an increase or decrease in US Dollar floating interest rates of 10 basis points (2022: 10 basis points) with all other variables held constant will have the following effect on the Group's profit net of tax and the Group's hedging reserve in equity. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

		Group	
	Basis points	Increase/ (Decrease) on profit net of tax US\$'000	Increase/ (Decrease) on hedging reserve net of tax in equity US\$'000
2023			
Increase in interest rate	+10	(3,929)	6,659
Decrease in interest rate	-10	3,929	(6,683)
2022			
Increase in interest rate	+10	(3,401)	848
Decrease in interest rate	-10	3,401	(850)

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40. Financial risk management objectives and policies (cont'd)

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to a mismatch of assets and liabilities and/or due to refinancing risk.

The Group's primary sources of liquidity have principally comprised bank balances, cash generated by aircraft leasing operations, proceeds from aircraft sales and loans and borrowings. The Group's business is capital intensive, requiring significant aircraft capital expenditures and borrowings to fund these expenditures in order to grow and to maintain a young aircraft fleet. The cash flows from operations, particularly revenues from operating leases of aircraft, have historically provided a significant portion of the liquidity for these investments.

To ensure that the Group is able to meet its financial obligations, the Group's policy is to have its loan repayments typically spread over substantial periods of up to 10 years, and also to have available committed credit facilities from banks.

As at 31 December 2023, the Group had unutilised unsecured committed revolving credit facilities of US\$4,460 million (2022: US\$4,705 million) and unutilised unsecured committed term loan facilities of US\$765 million (2022: US\$225 million).

As at 31 December 2023, approximately 19% (2022: 16%) of the Group's gross debt was due to mature in less than one year.

Analysis of financial liabilities by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at the end of the year based on contractual undiscounted repayment obligations.

2023	Group			Total US\$'000
	One year or less US\$'000	One to five years US\$'000	Over five years US\$'000	
<i>Financial liabilities:</i>				
Trade and other payables*	59,838	–	–	59,838
Loans and borrowings	3,105,648	11,442,424	2,040,590	16,588,662
Estimated interest and net swap payments*	713,048	1,438,081	173,452	2,324,581
Lease liabilities	2,881	9,401	3,563	15,845
Security deposits	36,193	47,725	133,664	217,582
Other non-current liabilities	–	13,093	–	13,093
Total undiscounted financial liabilities	3,917,608	12,950,724	2,351,269	19,219,601

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

40. Financial risk management objectives and policies (cont'd)

(b) Liquidity risk (cont'd)

Analysis of financial liabilities by remaining contractual maturities (cont'd)

	Group			Total US\$'000
	One year or less US\$'000	One to five years US\$'000	Over five years US\$'000	
2022				
Financial liabilities:				
Trade and other payables*	51,687	–	–	51,687
Loans and borrowings	2,424,432	11,192,353	1,580,213	15,196,998
Estimated interest and net swap payments*	583,652	1,103,528	108,419	1,795,599
Lease liabilities	2,954	9,684	5,751	18,389
Security deposits	24,798	40,798	137,934	203,530
Other non-current liabilities	–	18,101	–	18,101
Total undiscounted financial liabilities	3,087,523	12,364,464	1,832,317	17,284,304

	Company			Total US\$'000
	One year or less US\$'000	One to five years US\$'000	Over five years US\$'000	
2023				
Financial liabilities:				
Trade and other payables*	65,080	–	–	65,080
Loans and borrowings	1,899,710	7,968,720	1,540,590	11,409,020
Estimated interest and net swap payments*	452,652	807,325	63,764	1,323,741
Lease liabilities	2,120	8,340	2,859	13,319
Security deposits	10,000	24,154	84,645	118,799
Other non-current liabilities	–	15,037	–	15,037
Total undiscounted financial liabilities	2,429,562	8,823,576	1,691,858	12,944,996

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

40. Financial risk management objectives and policies (cont'd)

(b) Liquidity risk (cont'd)

Analysis of financial liabilities by remaining contractual maturities (cont'd)

2022	Company			Total US\$'000
	One year or less US\$'000	One to five years US\$'000	Over five years US\$'000	
Financial liabilities:				
Trade and other payables*	71,060	–	–	71,060
Loans and borrowings	2,014,882	7,738,430	1,540,590	11,293,902
Estimated interest and net swap payments*	335,170	824,507	107,841	1,267,518
Lease liabilities	2,185	8,232	4,859	15,276
Lease liabilities to subsidiary companies	47,293	31,842	–	79,135
Security deposits	–	22,883	78,029	100,912
Other non-current liabilities	–	15,043	–	15,043
Total undiscounted financial liabilities	2,470,590	8,640,937	1,731,319	12,842,846

* Accrued interest expenses of the Group and the Company of US\$106.8 million and US\$84.0 million (2022: US\$94.7 million and US\$79.3 million) respectively are excluded in trade and other payables and included in estimated interest and net swap payments.

(c) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations.

The Group is exposed to credit risk in the carrying amounts of trade and other receivables, finance lease receivables, derivative financial instruments, short-term deposits and cash and bank balances. Typically, the Group's leasing arrangements require lessees to pay rentals in advance and to provide security deposits and in certain cases maintenance reserves. However, an early termination of a lease due to a credit event may expose the Group to consequential economic loss due to lower rentals being available from replacement lessees and also possible costs associated with repossession, repair and maintenance and transitioning of the aircraft to a new lessee.

The Group's objective is to seek continuous revenue growth while minimising credit losses. The Group undertakes credit appraisals on all potential lessees before entering into new leases and reviews the credit status of lessees at least annually. The Group also evaluates the credit standing of vendors where significant and/or long-term procurement contracts are being contemplated.

The Group considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

40. Financial risk management objectives and policies (cont'd)

(c) Credit risk (cont'd)

The Group's policy is to undertake deposit and derivative transactions with reputable financial institutions which command an investment grade rating, typically not lower than the equivalent of S&P Global Ratings' credit rating of "A-".

The Group recognises an allowance for expected credit losses of trade receivables when the overdue receivables of each lessee are in excess of any security deposit or the value of any collateral related to the lease.

In determining if there is any significant increase in credit risk of finance lease receivables, the Group considers and assesses the period of default and/or significant adverse changes in the lessee's operations or financial status.

(i) Exposure to credit risk

At the end of the year, the Group's maximum exposure to credit risk was represented by the carrying amount of each class of financial assets recognised in the statement of financial position, including derivatives with positive fair values. In addition, the Company also has a credit risk exposure to certain subsidiary companies under guarantees provided by the Company in respect of loans to the subsidiary companies and in respect of certain lease agreements entered into by the subsidiary companies.

(ii) Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring individual debtor and regional exposure to its trade receivables and finance lease receivables, net of allowance for impairment losses, on an ongoing basis.

The credit risk concentration profile of the Group's trade receivables by debtors' geographic region based on the jurisdiction of each debtor under the relevant contracts was as follows:

	2023		2022	
	US\$'000	%	US\$'000	%
Asia Pacific (excluding Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan)	89,719	76.5	92,788	56.8
Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan	3,984	3.4	33,419	20.5
Americas	23,290	19.8	18,166	11.1
Europe	371	0.3	18,894	11.6
	117,364	100.0	163,267	100.0

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

40. Financial risk management objectives and policies (cont'd)

(c) Credit risk (cont'd)

(ii) Credit risk concentration profile (cont'd)

The credit risk concentration profile of the Group's finance lease receivables by lessees' geographic region based on the jurisdiction of each lessee under the relevant contracts was as follows:

	2023		2022	
	US\$'000	%	US\$'000	%
Asia Pacific (excluding Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan)	448,502	17.9	–	–
Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan	619,859	24.8	643,103	100.0
Americas	1,435,741	57.3	–	–
	2,504,102	100.0	643,103	100.0

(iii) Financial assets that were neither past due nor impaired

Trade and other receivables that were neither past due nor impaired were either creditworthy receivables with good payment records with the Group or receivables which were contractually deferred by mutual agreement or were less than the security deposits held by the Group. Cash and cash equivalents and derivatives that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings.

(iv) Financial assets that were either past due or impaired

Information regarding financial assets that were either past due or impaired was disclosed in Note 15.

(d) Foreign currency risk

The Group's revenues and principal assets are denominated in United States Dollar, which is the functional currency of the Group. Foreign currency exposure arises from the Group's borrowings that are denominated in a currency other than the functional currency of the Group.

All loans and borrowings which are denominated in Australian Dollar, Chinese Yuan, Hong Kong Dollar and Singapore Dollar are swapped to United States Dollar. The Group primarily utilises cross-currency interest rate swap contracts to hedge its financial liabilities denominated in Australian Dollar, Chinese Yuan, Hong Kong Dollar and Singapore Dollar.

As a result of the Group's hedging as described above, a movement in foreign currency exchange rate is not expected to have a material impact on the Group's financial statements.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

40. Financial risk management objectives and policies (cont'd)

(e) Offsetting financial assets and financial liabilities

The Group and the Company have the following financial instruments subject to enforceable master netting arrangements or other similar agreements as follows:

	Group					
	Related amounts set off in the balance sheet			Related amounts not set off in the balance sheet		
	Gross amounts- Financial assets US\$'000	Gross amounts- Financial liabilities US\$'000	Net amounts- presented in balance sheet US\$'000	Financial assets/ (liabilities) US\$'000	Financial collateral received US\$'000	Net amount US\$'000
At 31 December 2023						
Derivative financial assets	14,652	–	14,652	(9,394)	–	5,258
Trade receivables	122,947	–	122,947	–	(38,979)	83,968
	137,599	–	137,599	(9,394)	(38,979)	89,226
Derivative financial liabilities	–	(26,113)	(26,113)	9,394	–	(16,719)
At 31 December 2022						
Derivative financial assets	23,291	–	23,291	(6,989)	–	16,302
Trade receivables	174,617	–	174,617	–	(90,485)	84,132
	197,908	–	197,908	(6,989)	(90,485)	100,434
Derivative financial liabilities	–	(19,949)	(19,949)	6,989	–	(12,960)

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

40. Financial risk management objectives and policies (cont'd)

(e) Offsetting financial assets and financial liabilities (cont'd)

	Company					
	Related amounts set off in the balance sheet			Related amounts not set off in the balance sheet		
	Gross amounts- Financial assets US\$'000	Gross amounts- Financial liabilities US\$'000	Net amounts- presented in balance sheet US\$'000	Financial assets/ (liabilities) US\$'000	Financial collateral received US\$'000	Net amount US\$'000
At 31 December 2023						
Derivative financial assets	14,652	–	14,652	(9,394)	–	5,258
Trade receivables	30,681	–	30,681	–	(13,300)	17,381
	45,333	–	45,333	(9,394)	(13,300)	22,639
Derivative financial liabilities	–	(26,113)	(26,113)	9,394	–	(16,719)
At 31 December 2022						
Derivative financial assets	23,291	–	23,291	(6,989)	–	16,302
Trade receivables	83,404	–	83,404	–	(55,098)	28,306
	106,695	–	106,695	(6,989)	(55,098)	44,608
Derivative financial liabilities	–	(19,949)	(19,949)	6,989	–	(12,960)

Agreements with derivative counterparties are based on an International Swap Derivatives Association Master Agreement. Under the terms of these arrangements, only upon the occurrence of certain credit events (such as default), the net position owing to/receivable from a single counterparty in the same currency are aggregated into a single net amount that is payable by one party to the other and all the relevant arrangements terminated.

Trade receivables are generally secured by cash security deposits (Note 25). In an event of default, based on contractual terms the Group can apply the security deposits against the trade receivables from the same lessee. As the Group does not presently have a legally enforceable right to set off, these amounts have not been offset in the balance sheet but have been presented separately in the table above.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

41. Capital management

The primary objective of the Group's capital management is to maximise shareholder value given an optimal debt to equity structure.

The Group manages its capital structure through the use of equity and debt after taking into account its capital expenditure and financing requirements. To maintain or adjust the capital structure, the Group may request for additional capital from the shareholders, adjust dividend payments to the shareholders or return capital to the shareholders.

The Group monitors its gross debt to equity, which is gross debt divided by total equity, to ensure that it complies with the debt to equity covenants in its loan facilities and to maintain its investment grade credit rating. Gross debt comprises the Group's loans and borrowings before adjustments for deferred debt issue costs, fair values, revaluations and discounts/premiums on medium term notes. Total equity refers to the equity attributable to owners of the Company.

There were no changes made in the objectives, policies and processes during the year ended 31 December 2023 and 2022.

During the year ended 31 December 2023, the Group issued US\$1,650 million (2022: US\$300 million) of notes under its Global Medium Term Note Program and utilised US\$1,685 million (2022: US\$1,385 million) in term loans. As at 31 December 2023, the Group had utilised US\$1,240 million (2022: US\$735 million) under its committed revolving credit facilities. The Group's gross debt to equity as at 31 December 2023 and 31 December 2022 are set out in the table below:

	Group	
	2023	2022
	US\$'000	US\$'000
Gross debt	16,588,662	15,196,998
Total equity	5,748,462	5,202,099
Gross debt to equity (times)	2.9	2.9

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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For the financial year ended 31 December 2023

42. Basic and diluted earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. There were no dilutive potential ordinary shares as at 31 December 2023 and 31 December 2022.

The following tables reflect the profit and share data used in the computation of basic and diluted earnings per share:

	Group	
	2023	2022
<i>Earnings</i>		
Earnings used in the computation of basic and diluted earnings per share (profit for the year attributable to owners of the Company) (US\$'000)	763,902	20,060
<i>Number of shares</i>		
Weighted average number of ordinary shares of basic and diluted earnings per share computation ('000)	694,010	694,010
Basic earnings per share (US\$)	1.10	0.03
Diluted earnings per share (US\$)	1.10	0.03

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
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43. Segmental analysis

Operating segments are reported in a manner consistent with the internal reporting provided to the Senior Management. Senior Management assesses the financial performance and position of the Group and uses the information to support strategic decisions.

All revenues are derived from the Group's principal activities of aircraft leasing, management of aircraft leases and other related activities. There is no known seasonality of the Group's contracted revenues. The main revenue and assets are analysed by geographical region as follows:

(a) Lease rental income

Lease rental income is derived from leasing of aircraft on operating lease to various airline customers around the world. The distribution of lease rental income by geographic region based on the jurisdiction of each airline customer under the relevant operating lease was as follows:

	2023		2022	
	US\$ million	%	US\$ million	%
Asia Pacific (excluding Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan)	443	23.2	421	23.6
Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan	486	25.5	473	26.5
Americas	384	20.1	311	17.4
Europe	379	19.8	363	20.4
Middle East and Africa	219	11.4	216	12.1
	1,911	100.0	1,784	100.0

The lease rental income attributable to airline customers in Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan accounted for 25.5% and United States of America accounted for 14.7% of the total lease rental income for the year ended 31 December 2023 (2022: Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan accounted for 26.5% and United States of America accounted for 13.0%). Other than as disclosed above, there was no other country concentration in excess of 10% of the total lease rental income in either 2023 or 2022.

BOC AVIATION LIMITED AND ITS SUBSIDIARY COMPANIES
NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2023

43. Segmental analysis (cont'd)

(b) Net book value of aircraft and finance lease receivables

The distribution of net book value of aircraft and finance lease receivables by geographic region based on the jurisdiction of each airline customer under the relevant lease was as follows:

	2023		2022	
	US\$ million	%	US\$ million	%
Asia Pacific (excluding Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan)	5,082	23.6	4,654	23.6
Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan	4,878	22.6	5,179	26.2
Americas	5,716	26.5	3,702	18.8
Europe	3,608	16.7	3,894	19.7
Middle East and Africa	2,274	10.6	2,319	11.7
	21,558	100.0	19,748	100.0

Note: Off-lease aircraft are allocated to the region of the prospective operator if a lease commitment is in place, or to the region of the prior operator if no lease commitment is in place

The net book value of aircraft leased to airline customers and finance lease receivables from airline customers in Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan accounted for 22.6% (2022: 26.2%) and United States of America accounted for 20.6% (2022: 13.9%), of the total net book value and finance lease receivables as at 31 December 2023. Other than as disclosed above, there was no other country concentration in excess of 10% of total net book value and finance lease receivables in either 2023 or 2022.

During the year ended 31 December 2023, the impairment loss recognised on aircraft leased to airline customers in Asia Pacific (excluding Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan) was US\$8.0 million (2022: US\$52.2 million), Americas was US\$0.8 million (2022: US\$4.8 million), Europe was nil (2022: US\$792.9 million) and Chinese Mainland, Hong Kong SAR, Macau SAR and Taiwan was nil (2022: US\$6.1 million). During the year ended 31 December 2023, the reversal of impairment loss was nil (2022: US\$12.3 million in respect of an engine of an aircraft previously leased to an airline customer in Europe).

44. Authorisation of financial statements for issue

The financial statements for the year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors passed on 14 March 2024.

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