

# ***CALC***

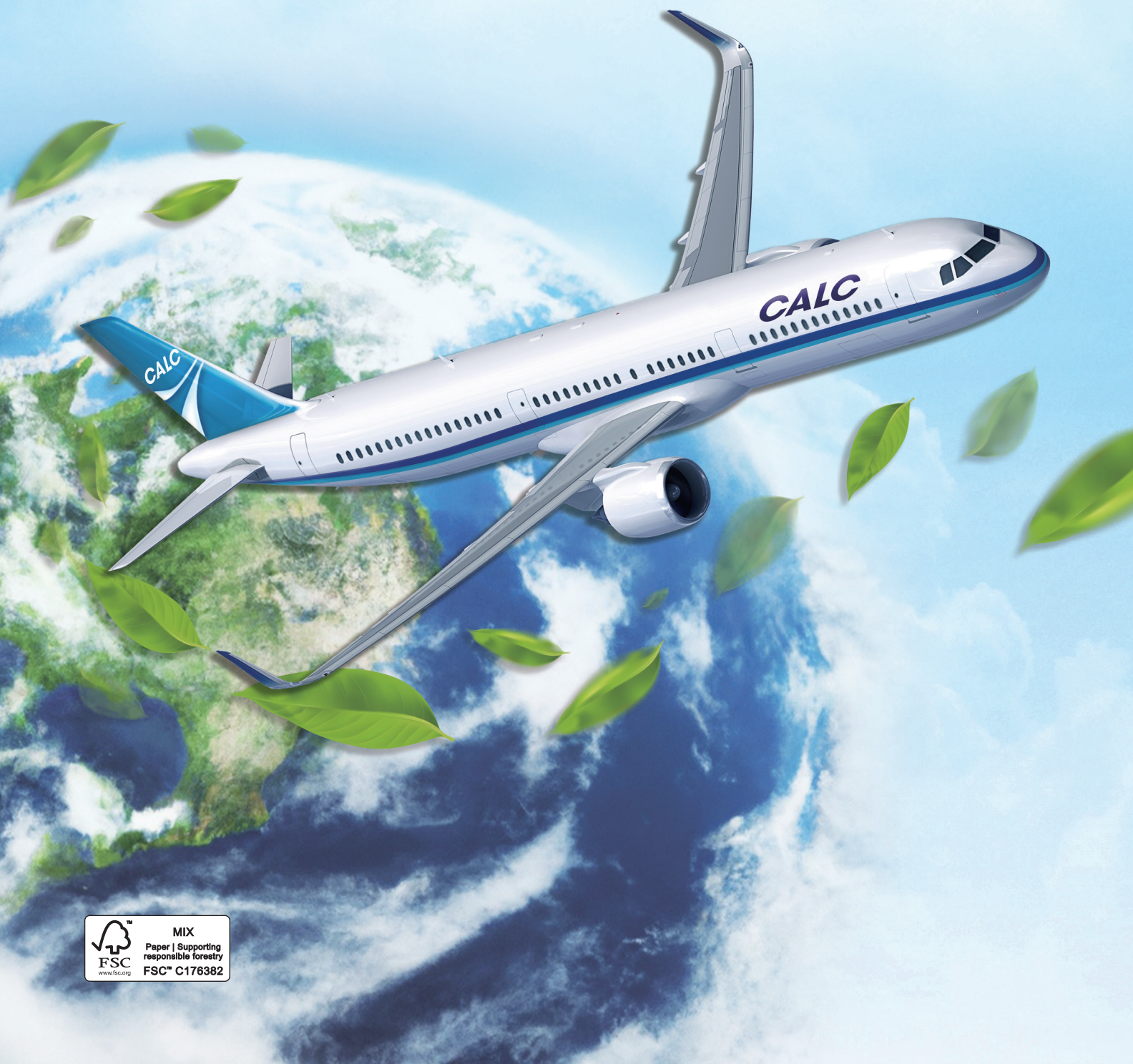
China Aircraft Leasing Group Holdings Limited

(Incorporated under the laws of the Cayman Islands with limited liability)

Stock code: 01848

## ***Visionary and Sustainable Growth***

***Annual Report 2023***





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# ABOUT CALC

China Aircraft Leasing Group Holdings Limited (“**CALC**”) is a one-stop aircraft full life-cycle solutions provider for global airlines and aircraft asset owners. It is engaging in two major business segments, aircraft leasing and aviation aftermarket services. Its conventional businesses include provision of aircraft operating leasing, purchase and leaseback, portfolio trading and asset management. It also covers value-added services such as fleet upgrades, aircraft maintenance, repair and overhaul (“**MRO**”), aircraft disassembly and component sales.

CALC’s unique full-value-chain strengths have injected a strong impetus to the Group for shouldering its corporate social responsibilities. As one of the few companies in the world providing one-stop fleet upgrade solutions, CALC proactively pursues and facilitates sustainable green aviation practices, and is proud of its ongoing efforts in building a green future, aiming to steadily achieve sustainable growth towards its goal of becoming a world-leading aircraft asset manager.





# AT A GLANCE

As of 31 December 2023

■ **192** Aircraft  
(165 owned aircraft + 27 managed aircraft)

■ **141** Aircraft on order

■ **41** Airline clients spanning

■ **20** Countries and regions

■ **HK\$59.8b** Total assets



Aircraft leasing  
and sourcing



Aircraft trading and  
portfolio sales



Maintenance, repair &  
overhaul ("MRO")



Aircraft investment  
vehicles and asset  
management

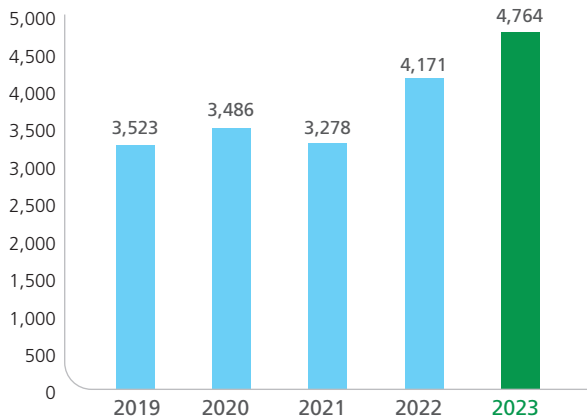


Aircraft disassembly and  
component sales

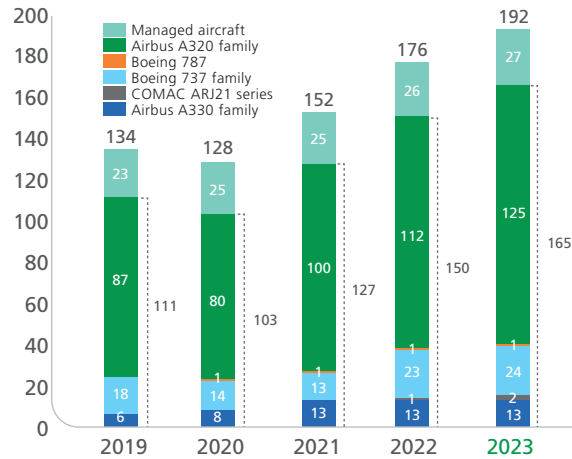
# FINANCIAL HIGHLIGHTS AND FIVE-YEAR FINANCIAL SUMMARY

## TOTAL REVENUE

(HK\$ million)

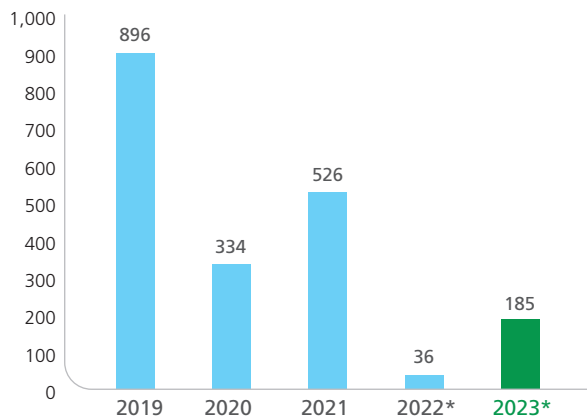


## AIRCRAFT OWNED & MANAGED



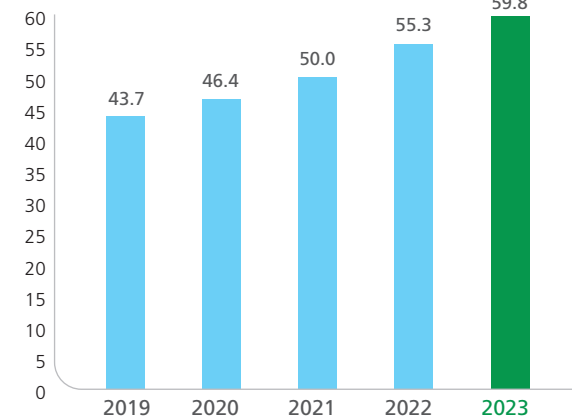
## PROFIT ATTRIBUTABLE TO SHAREHOLDERS

(HK\$ million)



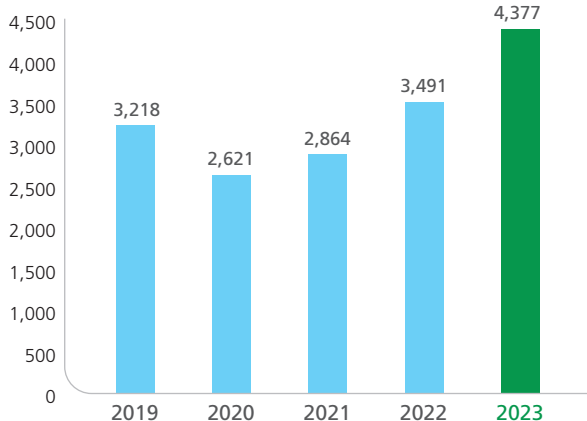
## TOTAL ASSETS

(HK\$ billion)

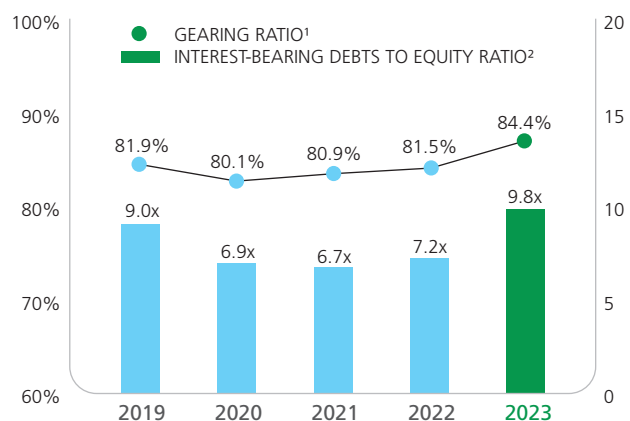


## EBITDA

(HK\$ million)



## GEARING RATIO & INTEREST-BEARING DEBTS TO EQUITY RATIO



1. Gearing ratio = Interest-bearing debts/Total assets

2. Interest-bearing debts to equity ratio = Interest-bearing debts/Total equity

\* Figures adjusted by excluding exceptional and non-cash item related to fair value changes on CAG Group to better reflect the Group's performance

## FINANCIAL HIGHLIGHTS AND FIVE-YEAR FINANCIAL SUMMARY

### CONSOLIDATED RESULTS

	Year ended 31 December				2023 HK\$'m
	2019 HK\$'m	2020 HK\$'m	2021 HK\$'m	2022 HK\$'m	
Total revenue	3,523	3,486	3,278	4,171	4,764
<b>Profit attributable to shareholders of the Company</b>	896	334	526	74	28

### CONSOLIDATED BALANCE SHEET

	As at 31 December				2023 HK\$'m
	2019 HK\$'m	2020 HK\$'m	2021 HK\$'m	2022 HK\$'m	
<b>ASSETS</b>					
Property, plant and equipment and right-of-use assets	19,611	18,451	23,244	27,354	33,494
Investments in and loans to associates and joint ventures	1,118	1,135	1,273	1,354	1,530
Finance lease receivables – net	7,791	7,264	7,714	8,172	8,577
Derivative financial assets	26	18	115	221	61
Financial assets at fair value through profit or loss	753	798	751	770	622
Prepayments and other assets and others	9,765	13,438	11,918	12,793	9,701
Cash and bank balances	4,587	5,289	5,014	4,668	5,840
<b>Total assets</b>	43,651	46,393	50,029	55,332	59,825
<b>LIABILITIES</b>					
Total interest-bearing debts	35,763	37,156	40,480	45,104	50,512
Other liabilities	3,918	3,821	3,532	3,972	4,173
<b>Total liabilities</b>	39,681	40,977	44,012	49,076	54,685
<b>Net assets</b>	3,970	5,416	6,017	6,256	5,140
<b>Per-Share-Basis</b>					
Basic earnings per share (HK cents)	132.3	48.2	72.2	9.9	3.8
Net asset value per share (HK\$) <sup>(note 1)</sup>	5.9	7.5	8.0	8.4	6.9
<b>Financial Ratios</b>					
Gearing ratio (interest-bearing debts vs total assets)	81.9%	80.1%	80.9%	81.5%	84.4%
Return on average shareholders' equity	23.1%	8.5%	12.4%	1.6%	0.6%
Interest coverage <sup>(note 2)</sup>	226.2%	197.3%	236.5%	216.7%	195.0%
Interest-bearing debt to equity ratio	9.0	6.9	6.7	7.2	9.8

Notes:

- (1) Per-share-basis calculation is based on the number of shares as at 31 December.
- (2) Interest Coverage = EBITDA/Interest expenses.

## CHAIRMAN'S STATEMENT



**Mr. ZHANG Mingao**

*Chairman of  
the Board of Directors*

On behalf of China Aircraft Leasing Group Holdings Limited (“**CALC**” or the “**Company**”, together with its subsidiaries, the “**Group**”), I am pleased to present the consolidated results of the Group for the year ended 31 December 2023.

### RESULTS AND DIVIDEND

In 2023, while the global aviation market rebounded strongly with an encouraging pick-up in overall passenger traffic and the operating performance of airlines has significantly improved, the industry was still subject to the impact from various factors such as interest rate fluctuations, geopolitical conflicts, and supply chain issues. In the face of complex external environment, the Group has adhered to the high quality sustainable development philosophy, and proactively managed its fleet portfolio by leveraging its professional asset management advantages. On the one hand, the Group has grasped the business opportunities brought by the recovery of demand, and on the other hand, the Group has responded flexibly to various challenges and achieved a year of solid development by prudent operations.

During the twelve months ended 31 December 2023 (the “**Review Year**”), the Group’s total revenue was HK\$4,763.7 million, up 14.2% year-on-year (2022: HK\$4,171.0 million). During the Review Year, profit attributable to shareholders of the Company was HK\$28.3 million, representing a decrease year-on-year (2022: HK\$73.6 million).

The Board has recommended payment of a final dividend of HK\$0.15 per ordinary share. Together with the 2023 interim dividend of HK\$0.15 per share already paid, total dividend payout for the year 2023 amounted to HK\$0.30 (2022: HK\$0.30) per share. The Company has resumed its scrip dividend scheme for the final dividend for 2023.



## CHAIRMAN'S STATEMENT

### DEVELOPMENT HIGHLIGHTS AND STRATEGIC DIRECTION

#### 1) Accelerate Global Footprint to Pursue Sustainable Development

During the Review Year, the Group continued to consolidate its solid foundation laid over the years, strengthen its role as a professional aircraft asset manager, deepen and expand the network of global airline partners with the aim to achieve long-term and high-quality sustainable development.

The Group is one of the few lessors worldwide which is capable of direct aircraft procurement from aircraft original equipment manufacturers (OEMs) and has been in close relationship with them. During the Review Year, we celebrated the 10th anniversary of our cooperation with the long-term strategic partner, Airbus S.A.S ("**Airbus**") at our French delivery center in Toulouse. During the past decade, the Group has grown and thrived together with Airbus. As the first Chinese lessor to place bulk order of 100 A320 aircraft directly from Airbus, the Group has introduced the first batch of Airbus fleet to startup airlines in Mainland China and assisted the regional airlines in China to optimize their fleet through its full-value-chain business model. As at 31 December 2023, the Group was the sixth largest lessor customer of Airbus in terms of accumulated orders. During the Review Year, we also delivered the first brand-new Boeing B737 MAX aircraft from the order book, marking another milestone in the cooperation between the two parties.

Leveraging on the advantages of high-quality order book assets and full-value-chain operation, the Group continued to provide global airline customers with high value-added one-stop fleet solution during the Review Year. The Group set foot in the Africa, Central Asia and Oceania market for the first time and reached its first-ever new aircraft leasing collaboration with various top-tier airlines to explore the three new fast-growing regions and further diversify the geographical mix of its customer base.



## CHAIRMAN'S STATEMENT

At the same time, in line with the new industry trend in the context of "green aviation", the Group cooperated with aviation partners to promote a low-carbon transition in the aviation industry. With a sufficient new generation aircraft on backlog, we assist airlines in optimizing their fleet portfolio, improving the levels of energy savings and emission reduction. Meanwhile, through the two major fully-licensed domestic and overseas aircraft recycling facilities, we provide global customers with one-stop aircraft full life-cycle green solutions. During the Review Year, the Group delivered 5 A320 CEO aircraft to and signed letter of intent for leasing 3 brand-new A320 NEO aircraft with a prominent airline group in South America, from whom China Aviation Aftermarket Holdings Limited ("**CAAM**"), the Group's associate company, also purchased 6 airframes earlier to assist their retirement. Furthermore, the Group has made significant efforts to promote the development of green financing. By introducing green aviation finance products, we are able to offer investors a wider range of investment options while fulfilling our corporate responsibilities. These initiatives reflect the Group's commitment to reducing carbon emissions and promoting sustainability in the aviation industry.

## AWARDS

During the Review Year, the Group was awarded "Sustainability Debt Deal of the Year" by *Airline Economics* in 2023. This was a recognition of the Group's success in issuing the first-ever low-carbon transition bond in the Chinese aviation and aircraft leasing industry. The Group supported the aviation industry to move towards a sustainable future through innovative deal, on top of its conventional aircraft leasing business.

### 2) Committed to Serving the Nation's Civil Aviation Strategy as the Vanguard in Promoting Overseas Expansion of China-Made Commercial Jet

In December 2022, the Group delivered a COMAC ARJ21 aircraft to its associate company, PT Transnusa Aviation Mandiri ("**TransNusa**") in Indonesia, witnessed and participated with honor in the successful launch and overseas operation of China's domestically developed aircraft. In the Review Year, the Group continued to promote the healthy development of TransNusa. Following the completion of the first commercial debut flight of its first ARJ21 aircraft in April, the Group delivered its second ARJ21 aircraft to TransNusa to promote the regular operation of its overseas commercial flights, and it launched several popular routes consecutively such as routes to Bali, Yogyakarta, Kuala Lumpur and Johor Bahru of Malaysia. Accumulated number of passenger carried amounted to over 100,000 for the whole year.

As the China-made commercial jet has entered the new stage of commercialization and international expansion, in order to further realize the strategic cooperation spirit of the China Everbright Group, in recent years, the Group has also stepped up to assist COMAC to communicate and exchange with various government bodies and relevant departments, to strategically guide the development of cross-border trading and leasing of China-made aircraft, and enhanced components supply in overseas market, contributing to the development of China's civil aviation industry.

## CHAIRMAN'S STATEMENT

### 3) Strive to Improve the International Rating By Various Measures

The Group has embarked on a new phase of high-quality development, and the upgrading of international credit rating has become one of the key development targets of the Group in this stage of its development. During the Review Year, the Group proactively strengthened its operational capability by optimizing its asset management strategy, and continued to optimize its debt structure by further expanding its onshore and offshore financing channels and proactive management of liabilities, etc., ensuring the healthy business growth and enhancing financial stability. During the Review Year, CALC was affirmed by major international rating agencies to maintain the existing BB+/Ba1 ratings, and China Asset Leasing Company Limited (“**CALC TJ**”), a wholly-owned subsidiary of the Group mainly operated in China market, received the highest AAA ratings from two major PRC rating agencies, where its operational strength and credit profile have been widely recognized.

The Group is confident, determined, well-planned and motivated to enhance the long-term profitability of the Company, and to enhance investors' expectations for the long-term development. In the future, the Group will continue to take multiple measures to gather various effective resources, engage in rational planning and consolidation, and strive to achieve an investment-grade international credit rating.

### ACKNOWLEDGEMENTS

I would like to express my sincere gratitude to all members of the Board and the management team of the Company and the heartfelt appreciation to all the staff for their dedication and contribution in the past year. On behalf of the Board, I would also like to thank our partners and shareholders for their continuing support and trust to the Group.

**Mr. ZHANG Mingao**

*Chairman of the Board of Directors*

Hong Kong, 19 March 2024



## CEO'S STATEMENT



**Mr. POON Ho Man**

*Executive Director and  
Chief Executive Officer*

### INDUSTRY OVERVIEW

In 2023, the global air travel demand has been continuously in recovery and has been basically restored to the level in 2019. Latest air passenger data from International Air Transport Association (IATA) suggested a 36.9% year-on-year growth in total global air traffic (measured in revenue passenger kilometers or RPKs) in 2023, representing 94.1% of 2019 level. The civil aviation industry in China has also restored strong momentum and achieved robust growth. With favorable policies in place at the beginning of the year, there has been a release of travel demand. Domestic passenger transportation volume has already surpassed the level seen in 2019, indicating a return to normal growth. However, international routes have only partially recovered, reaching around 40% of pre-pandemic levels for the time being. Meanwhile, increasing attention has been drawn to the sustainable development of the aviation industry with more efforts in responding to and promoting the process of low-carbon transition.

Despite the overall positive industry trend, the performance of different regions and airlines varied. Additionally, the high-interest-rate environment persists throughout the year while challenges such as engine issues, labour shortages and unexpected safety incidents have sharpened the difficulties in aviation supply chain, posing certain challenges to the aviation industry. Against this backdrop, the Group has been operating prudently and steadily as high-quality fleet assets as well as flexible and versatile solutions have gained recognition from global aviation partners, and its meticulous risk management safeguarded asset value, achieving stable business operation throughout the year. With these efforts, the Group is moving towards sustainable growth in a better state.

## CEO'S STATEMENT

### BUSINESS REVIEW 2023

#### 1) Prudent Fleet Management

During the Review Year, the Group continued to provide new-generation fuel-efficient aircraft models to the airline customers from its order book to help them upgrade their fleet and reduce energy and emission. During the Review Year, the Group has delivered a total of 21 new aircraft, including 2 B737 MAX aircraft that first joined the Group's fleet. At the same time, the Group also injected 1 aircraft into the aircraft asset management joint venture platform and sold a total of 4 aircraft to third parties. As at 31 December 2023, CALC's fleet size increased by 16 to 192 compared to that at the end of 2022, including 165 owned aircraft and 27 managed aircraft.

In respect of aircraft asset allocation, CALC has maintained a modern fleet portfolio consisting of the most popular aircraft models. As at 31 December 2023, by number of aircraft, 90% of CALC's owned fleet were narrow-body models, a highly liquid asset class which was popular in the market and led this round industry recovery by surpassing 2019 level. With its quality fleet assets, as at 31 December 2023, except for 1 aircraft involving a Russian airline and 1 repossessed aircraft with a signed letter of intent for leasing, all CALC's owned fleet have been mandated for lease. As at 31 December 2023, the average age of CALC's own fleet was 8.5 years and the average remaining lease term was 5.7 years.

In terms of aircraft procurement, the Group is committed to investing in the new generation fuel-efficient aircraft models while actively participating in facilitating the commercial operation of China-made aircraft. Despite the purchase commitments of 64 aircraft had been novated to a third party during the year as detailed in the Company's announcement dated 14 August 2023, the Group still maintained a sufficient order book to support the long-term business growth. As at 31 December 2023, the Group had a total of 141 aircraft on backlog, including 113 Airbus A320 NEO and 28 COMAC ARJ21.

#### 2) Expansion and Optimization of Global Customer Base

During the Review Year, the Group continued to maintain its leading position in the Chinese market. As at 31 December 2023, by number of aircraft, 71.5% of the Group's owned fleet were leased to Chinese airline customers (including Hong Kong, Macau and Taiwan), most of which were first-tier airlines with strong financial strength.

At the same time, the Group continued to accelerate global expansion and enhance the geographical diversification of its customer base: A total of 34 letters of intent for aircraft leasing was signed with overseas airline customers during the year. Among all the new deliveries during the year, 13 were leased to overseas airlines and 8 were leased to Chinese airlines, including cooperation with 6 first-tier airlines in new aircraft leasing for the first time. The Group also closely followed the operation of its airline customers, and, through the close collaboration of the risk management team, technical team and sales team, the Group successfully repossessed 9 aircraft during the Review Year and quickly redelivered them to several overseas leading airlines. Benefiting from the further improvement in the overall quality of our customers, the majority of airline customers have shown improved business performance during the year. The Group achieved an overall rent collection ratio of 101.4%.

As at 31 December 2023, the Group's overall customer base, including both owned and managed aircraft, had been enlarged to 41 airlines which widely spread over 20 countries and regions. In terms of order book placement, all aircraft scheduled to be delivered within 21 months from the beginning of 2024 have been mandated for lease, more than half of which will be leased to overseas airline customers, and the proportion of the Group's overseas airline customers is expected to further increase.



## CEO'S STATEMENT

### 3) Developing Green Financing and Enhancing International Ratings

During the Review Year, the Group made full use of the advantages of onshore and offshore dual-market financing platforms to vigorously expanded high-quality funding sources, including green financing, to provide adequate liquidity for business development. Meanwhile, through proactive management of liabilities, the Group continued to improve debt structure, laying a solid foundation for achieving investment grade international rating in the next step.

During the Review Year, the Group obtained new financing facilities in excess of HK\$24.0 billion, including aircraft loans, Pre-Delivery Payments (PDP) financing, working capital loans, RMB bonds, etc. to provide strong support for business development. It also included an unsecured revolving syndicated loan, the first sustainability-linked PDP syndicated loan in the aviation leasing industry worldwide to provide another green financing channel to the Group. As at 31 December 2023, the Group's cash and bank balances amounted to HK\$5,840.4 million.

In terms of bond issuance, during the Review Year, in view of the relatively stable interest rate environment and abundant liquidity supply in PRC market, the Group increased its financing in PRC capital market and actively expanded the green financing channels, successfully issued the first and second tranches of low-carbon transition corporate bonds of RMB1.5 billion and RMB500.0 million, respectively, each of which had a term of three years. Both issuances were oversubscribed by nearly 2 times, which fully demonstrated the extensive recognition of the Group's operational strength by Chinese bond investors and their strong support for the Group's strategy to promote low-carbon sustainable development. In terms of settlement, the Group has repaid the RMB1.0 billion super short-term debentures due in July 2023 and the RMB100.0 million corporate bonds due in August 2023 on a timely basis. At the same time, the Group also took the initiative to manage its liabilities by commencing tender offer for existing USD bonds in September 2023, and ultimately accepted all valid tenders in the principal amount of US\$51.1 million in full pursuant to the offer and completed the cash repurchase. In December 2023, the Group completed the redemption of the principal amount of US\$100.0 million perpetual bonds.

During the Review Year, the Group was again recognized by both the domestic and international rating agencies. In terms of international ratings, Fitch affirmed CALC's Long-Term Issuer Default Rating at BB+ with a stable outlook. Moody's affirmed CALC's Corporate Family Rating at Ba1 with a stable outlook. Moreover, CALC TJ, a wholly-owned subsidiary of the Group mainly operated in China market, received an AAA issuer rating from Dagong Global Credit Rating Co., Ltd and an upgrade to AAA rating from China Cheng Xin International Credit Rating Co., Ltd, both with a stable outlook. The Group has identified enhancing its international credit rating as one of its key development targets at this stage. In the future, the Group will continue to pay close attention to the changes in the onshore and offshore markets, actively explore various financing channels and innovative instruments including green financing, increase unsecured financing, and continue to optimize its debt structure, striving to achieve investment grade international rating so as to reduce its overall financing costs effectively.

## CEO'S STATEMENT

### 4) Strengthening the Capacity of Full-Value-Chain Services

Adhering to its strategy of sustainable development, the Group actively made lay-out in the low-carbon cycle economy and continued to enhance the management capability of the aircraft full life cycle, making further progress in areas such as maintenance, repair and overhaul (“**MRO**”), aircraft disassembly and recycling during the Review Year.

During the year, the Group's MRO joint venture FL ARI Aircraft Maintenance & Engineering Company Ltd (“**FL ARI**”) successively obtained the base maintenance license from Civil Aviation Administration of China for 3C-check of A320 series aircraft and B737 NG series aircraft, improving its maintenance and overhaul capabilities further and provided airline MRO services to a total of 13 well-known Chinese airlines.

During the Review Year, CAAM, the Group's associate company, completed the comprehensive solutions to assist Air China Limited to retire 5 aged aircraft. CAAM successfully maximized the residual value of the assets through a series of complex sustainability solutions including parts swap, “passenger-to-freighter” conversions, portfolio trading, aircraft disassembly, component repair and sales.

### PROSPECTS

Following several positive adjustments in 2023, the global aviation industry is about to enter a new cycle of growth. The strong growth in demand and improvement of profitability in airlines will create enormous development opportunities for the airline industry. According to IATA data, the global air travel demand continued to grow strongly in the beginning of 2024, with RPK grew by 16.6% year-on-year in January 2024, reaching 99.6% of the 2019 level. IATA also significantly raised its profit forecast for the global aviation industry in 2023 in its latest December forecast. It also predicted further improvement in the overall industry profitability in 2024 when net profit was expected to rise by 10.3% to US\$25.7 billion.

Despite the rebound in demand, the aviation supply chain still faces challenges. Speed-up in aircraft OEMs' production capacity is below expectation, resulting the shortage of aircraft supply, particularly for narrow-body aircraft. The industry generally expects that the narrow-body aircraft shortage as represented by Airbus A320 series will persist at least until 2027, thereby boosting the demand of aircraft leasing. As a result, the penetration rate of aircraft leasing is expected to further increase, and the market value and lease rate of aircraft are expected to continue the growth momentum of the past two years and remain positive.

At the same time, the market is generally of the view that the USD interest rate has reached its peak, and the rate cut cycle is expected to start in 2024, which will help reduce market funding costs and speed up the recovery of the aircraft trading market.



## CEO'S STATEMENT

In general, in the face of an increasingly loosen market environment, on the one hand, the Group will continue to capitalize on its advantages in the aircraft full-value-chain operation and grasp the business opportunities brought by the rapid recovery of China and overseas aviation markets as well as the opportunities emerging from airlines' accelerated fleet replacement and optimization in response to the trend of green aviation, so as to enhance its one-stop fleet upgrade service capabilities. Meanwhile, the Group will also continue to serve the national strategy with ARJ21 aircraft as a bridge to collaborate the government and the industry to promote China-made commercial jet to go globally and also help the Company to further explore global market, and become the world's leading aircraft lessor by seizing the opportunity. On the other hand, the Group will also actively explore the interests of aviation investment community in aircraft asset, seize quality trading opportunities in a timely manner to speed up portfolio trade to optimize fleet portfolio. Meanwhile, the Group will further optimize its financial structure and enhance its operational capabilities and credit standing comprehensively, so as to create higher value for our shareholders, bond investors, investors of managed aircraft asset, airline customers, aircraft OEMs, financiers, and other stakeholders.

**Mr. POON Ho Man**

*Executive Director and Chief Executive Officer*

Hong Kong, 19 March 2024

## MANAGEMENT DISCUSSION AND ANALYSIS

### RECONCILIATIONS OF NON-GAAP MEASURES

The table below sets forth a reconciliation of adjusted profit attributable to shareholders of the Company, adjusted profit for the year, adjusted earnings before interest, tax, depreciation and amortisation (“**EBITDA**”) and adjusted earnings per share (“**EPS**”) (Basic), which are calculated by excluding the fair value changes on CAG Group which assist investors on their understanding of the changes and trends related to the profitability of the Group’s operations, for the years indicated:

	Year ended 31 December	
	2023 HK\$ Million	2022 HK\$ Million
Profit attributable to shareholders of the Company	28.3	73.6
Add: Fair value losses/(gains) on CAG Group	156.6	(37.4)
Adjusted profit attributable to shareholders of the Company	184.9	36.2
Profit for the year	220.2	215.7
Add: Fair value losses/(gains) on CAG Group	156.6	(37.4)
Adjusted profit for the year	376.8	178.3
EBITDA	4,377.0	3,490.6
Add: Fair value losses/(gains) on CAG Group	156.6	(37.4)
Adjusted EBITDA	4,533.6	3,453.2
EPS (Basic) (HK\$)	0.038	0.099
Add: Adjustment per share related to fair value losses/(gains) on CAG Group (HK\$)	0.210	(0.050)
Adjusted EPS (Basic) (HK\$)	0.248	0.049

The Company uses non-GAAP presentations in the consolidated statement of income as presented on page 16 in evaluating its operating results and for financial and operational decision-making purposes. The Company believes that the non-GAAP presentations provide more accurate presentations in its business by classifying the compensation received from aircraft remained in Russia as operating income and excluding the payments related to the trust plans or asset-backed securities programme from interest expenses.

## MANAGEMENT DISCUSSION AND ANALYSIS

## 1. CONSOLIDATED STATEMENT OF INCOME

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
<b>Total revenue</b>		
<b>Lease income</b>		
Finance lease income	600,996	574,683
Operating lease income	3,598,207	2,967,565
	4,199,203	3,542,248
<b>Other operating income</b>		
Net income from aircraft transactions and aircraft components trading	124,501	207,072
Other income	439,993	421,682
	4,763,697	4,171,002
Compensation received from aircraft remained in Russia	185,384	–
	4,949,081	4,171,002
<b>Expenses</b>		
Interest expenses and payments to trust plans	(2,244,481)	(1,610,507)
– Interest expenses	(1,953,515)	(1,304,746)
– Payments to trust plans	(290,966)	(305,761)
Depreciation and impairment	(1,618,823)	(1,356,612)
Expected credit losses	(51,038)	(83,355)
Other operating expenses	(341,044)	(345,335)
	(4,255,386)	(3,395,809)
<b>Operating profit</b>	693,695	775,193
<b>Net write-off of aircraft remained in Russia</b>	–	(439,029)
<b>Share of results from associates and joint ventures</b>	(389)	2,682
<b>Fair value (losses)/gains on CAG Group</b>	(156,568)	37,418
<b>Other (losses)/gains, net</b>	(23,003)	147,201
<b>Profit before income tax</b>	513,735	523,465
Income tax expenses	(293,578)	(307,781)
<b>Profit for the year</b>	220,157	215,684
<b>Profit attributable to</b>		
Shareholders of the Company	28,256	73,598
Holders of perpetual capital securities and other non-controlling interests	191,901	142,086
	220,157	215,684
<b>Earnings per share for profit attributable to shareholders of the Company (expressed in HK\$ per share)</b>		
– Basic earnings per share	0.038	0.099
– Diluted earnings per share	0.038	0.099



## MANAGEMENT DISCUSSION AND ANALYSIS

**RESULTS**

Total revenue of the Group was HK\$4,763.7 million in 2023. After including compensation received from aircraft remained in Russia, it was HK\$4,949.1 million in 2023, an increase of HK\$778.1 million or 18.7% from HK\$4,171.0 million in 2022. Operating profit for the year in 2023 amounted to HK\$693.7 million, a decrease of HK\$81.5 million or 10.5% compared with HK\$775.2 million in 2022. Profit attributable to shareholders of the Company in 2023 amounted to HK\$28.3 million, a decrease of HK\$45.3 million or 61.5% compared with HK\$73.6 million in 2022. Profit for the year in 2023 amounted to HK\$220.2 million, an increase of HK\$4.5 million or 2.1% compared with HK\$215.7 million in 2022. EBITDA in 2023 amounted to HK\$4,377.0 million, an increase of HK\$886.4 million or 25.4% from HK\$3,490.6 million in 2022.

After excluding the fair value changes on CAG Group, adjusted profit attributable to shareholders of the Company in 2023 amounted to HK\$184.9 million, an increase of HK\$148.7 million or 410.8% compared with HK\$36.2 million in 2022. Adjusted profit for the year in 2023 amounted to HK\$376.8 million, an increase of HK\$198.5 million or 111.3% compared with HK\$178.3 million in 2022. Adjusted profit attributable to shareholders of the Company and adjusted profit for the year are calculated by excluding the fair value changes on CAG Group, which was an exceptional item and a non-cash transaction.

Total assets amounted to HK\$59,824.7 million as at 31 December 2023, compared with HK\$55,332.1 million as at 31 December 2022, an increase of HK\$4,492.6 million or 8.1%. The increase in assets was mainly due to the increase in the total fleet size of the Group from 150 aircraft as at 31 December 2022 to 165 aircraft as at 31 December 2023.

Total liabilities amounted to HK\$54,684.7 million as at 31 December 2023, an increment of HK\$5,608.8 million or 11.4% compared with HK\$49,075.9 million as at 31 December 2022, which was in line with the increment of the total assets. The increase in liabilities was mainly due to the increase in total interest-bearing debts by HK\$5,407.4 million, which mainly due to the increase in total fleet size of the Group. As at 31 December 2023, the interest-bearing debts of the Group amounted to HK\$50,511.5 million (2022: HK\$45,104.1 million).

**1.1 Total Revenue**

For the year ended 31 December 2023, the total revenue (after including compensation received from aircraft remained in Russia) amounted to HK\$4,949.1 million, compared with HK\$4,171.0 million in 2022, an increase of HK\$778.1 million or 18.7%.

Total lease income from finance leases and operating leases for the year 2023 amounted to HK\$4,199.2 million, compared with HK\$3,542.2 million in 2022, an increase of HK\$657.0 million or 18.5%. The increase in total lease income was mainly due to the increase in the fleet size of the Group from 150 aircraft as at 31 December 2022 to 165 aircraft as at 31 December 2023.

For the year ended 31 December 2023, the Group's average lease rental yield of the finance leases and operating leases was 13.2% (2022: 13.8%) and 11.4% (2022: 11.7%), respectively. Average lease rental yield for finance leases and operating leases is calculated by expected annualised gross lease receipt divided by net book value of aircraft. Weighted average lease rental yield of the Group was 11.4% (2022: 11.9%).

## MANAGEMENT DISCUSSION AND ANALYSIS

**1.2 Other Operating Income****1.2.1 Net Income from Aircraft Transactions and Aircraft Components Trading**

During the year ended 31 December 2023, the Group recognised net gain from disposal of five aircraft, novation of aircraft purchase agreement and aircraft components trading amounted to HK\$124.5 million (2022: net gain from disposal of five aircraft and aircraft components trading amounted to HK\$207.1 million). The aggregated net book value of the aircraft disposed amounted to HK\$1,592.5 million (2022: HK\$2,136.8 million).

**1.2.2 Other Income**

During the year ended 31 December 2023, the Group had the following other income:

	Year ended 31 December		Change
	2023 HK\$ Million	2022 HK\$ Million	
Government grants	171.8	212.0	-19.0%
Interest income from loans to associates and joint ventures	110.7	100.1	+10.6%
Bank interest income	87.9	32.7	+168.8%
Asset management service fees income from CAG Group	18.4	19.2	-4.2%
Others	51.2	57.7	-11.3%
<b>Total other income</b>	<b>440.0</b>	<b>421.7</b>	<b>+4.3%</b>

Government grants for the year ended 31 December 2023 amounted to HK\$171.8 million, representing a decrease of HK\$40.2 million or 19.0% compared with HK\$212.0 million in 2022.

Others mainly related to interest received on deferred operating lease receivables, compensation and amounts received from suppliers.

**1.2.3 Compensation Received from Aircraft Remained in Russia**

Following the conflicts between Russia and Ukraine in February 2022 and subsequent sanctions in relation to commercial activities with businesses in Russia imposed by the European Union, the United States of America, the United Kingdom and other countries (the "**Sanctions**"), in March 2022, in compliance with the Sanctions, the Group terminated leasing arrangements with Russian lessees in respect of two owned aircraft. The Group has been vigorously pursuing all available means to recover its losses.

The aircraft had been fully written off during the year ended 31 December 2022. During the year ended 31 December 2023, the Group received HK\$185.4 million insurance settlement and released its claim on one of the aircraft to a Russian lessee. As such, the compensation received would be recognised as other income during the year ended 31 December 2023.

The Group will continue to seek different ways to recover the losses on the remaining aircraft, including closely monitoring the insurance claims process, maintaining dialogue with the Russian lessee, and actively seeking to repossess the aircraft or disposing the aircraft directly to the lessee.

## MANAGEMENT DISCUSSION AND ANALYSIS

**1.3 Expenses****1.3.1 Interest Expenses and Payments to Trust Plans**

For the year ended 31 December 2023, interest expenses incurred by the Group amounted to HK\$1,953.5 million compared with HK\$1,304.7 million in 2022, an increase of HK\$648.8 million or 49.7%. The increase in interest expenses was mainly due to the increase in bank and other borrowings from HK\$33,084.7 million as at 31 December 2022 to HK\$38,240.0 million as at 31 December 2023 and the increase in average US\$ SOFR from 2.18% in 2022 to 4.84% in 2023. The average effective interest rate of bank and other borrowings during the year was 6.12% (2022: 4.20%).

The Group had entered into agreements with several independent trusts in realisation of the Group's finance lease receivables. During the year ended 31 December 2023, payments to trust plans amounted to HK\$291.0 million, a decrease of HK\$14.8 million or 4.8% compared with HK\$305.8 million in 2022.

Most of the interest expenses from the floating interest rate borrowings had either been hedged or capitalised. The following table summarises the sensitivity test on change in interest rate for the unhedged exposure as at 31 December 2023:

<b>US\$ interest rate</b>	<b>Impact on Cash outflow HK\$'Million</b>	<b>Profit attributable to shareholders of the Company HK\$'Million</b>
Increased by 100 basis points	206	(149)
Decreased by 100 basis points	(206)	149

**1.3.2 Depreciation and Impairment**

The amount represented depreciation and impairment on aircraft under operating leases, leasehold improvements, office equipment, office building, right-of-use assets and other assets. Depreciation and impairment for the year ended 31 December 2023 was HK\$1,618.8 million compared with HK\$1,356.6 million in 2022, an increase of HK\$262.2 million or 19.3%. This was mainly attributable to the increase in the number of aircraft under operating leases, from 101 aircraft as at 31 December 2022 to 117 aircraft as at 31 December 2023, and impairment to aircraft during the year. The Group will closely monitor the aircraft book value and reassess the carrying amounts of the aircraft whenever there are events or changes in circumstances that would indicate that the carrying amounts of aircraft be adversely affected and would make appropriate provision when necessary.

The accumulated depreciation and impairment on aircraft under operating leases as at 31 December 2023 was HK\$5,275.6 million compared with HK\$4,174.9 million as at 31 December 2022, an increase of HK\$1,100.7 million or 26.4%.



## MANAGEMENT DISCUSSION AND ANALYSIS

### 1.3.3 Other Operating Expenses

Other operating expenses mainly represented salaries and bonuses, professional fees related to the aircraft leasing business, value-added tax surcharges and other taxes, rentals and office administration expenses.

### 1.4 Fair Value (Losses)/Gains on CAG Group

Pursuant to the announcements of the Company dated 28 December 2017 and 26 June 2018 and the Circular dated 29 December 2017, CAG Bermuda 1 Limited (“**CAG**”) and its subsidiaries (collectively, “**CAG Group**”) was established in 2018 by the Group with independent third parties for investing in a portfolio of lease-attached aircraft to support the continuing expansion of the Group’s business operations. These lease-attached aircraft were disposed to CAG Group by the Group.

CAG Group was held as to 20% by the Group and 80% by the independent third parties and was funded by way of shareholders’ loan and other debt financing from banks.

The establishment of CAG Group supported the Group’s strategy of developing an asset light business model that provides vast capacity for its continuing business expansion. By providing aircraft and leasing management service to CAG Group, the Group further expanded its asset management capabilities, hence strengthened its position as an aircraft full value chain solutions provider for the global aviation industry. CAG Group also enabled the Group to tap into the strong demand for quality aircraft assets with stable and long-term cash flow from investors.

The debt financing and shareholders’ loan in CAG Group had an original duration of six years, which would be expiring in June 2024. The extension of both the debt financing and shareholders’ loan is undergoing and the management of the Group is confident that the extension of the debt financing and shareholders’ loan in CAG Group would be successful.

As at 31 December 2023, CAG Group had a portfolio of 23 aircraft. The outstanding debt financing from banks was US\$586.6 million (equivalent to approximately HK\$4,580.2 million) and shareholders’ loan was US\$460.1 million (equivalent to approximately HK\$3,592.5 million). The total outstanding debt financing from banks and shareholders’ loan were US\$1,046.7 million (equivalent to approximately HK\$8,172.7 million).

Since the repayment of the shareholder’s loan held by the Group is subordinated to the debt financing from banks and the shareholders’ loan held by other independent third parties, the management of the Group would assess the recoverability of the shareholder’s loan in CAG Group prudently, and reflect the fair value changes on CAG Group when necessary.

## MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 December 2023, the Group's outstanding shareholder's loan in CAG Group was US\$94.2 million (equivalent to approximately HK\$735.4 million). Since the shareholder's loan was classified as a financial asset at fair value through profit or loss, the management of the Group was required to assess the fair value of the shareholder's loan periodically in accordance with the applicable accounting standard. Due to the continuous interest rate hikes and the expectation of the interest rate to be maintaining at a high level, after careful consideration by the Group's management, a prudent provision of US\$20.0 million (equivalent to approximately HK\$156.6 million) was provided on the shareholder's loan in CAG Group. The net carrying amount of the Group's outstanding shareholder's loan in CAG Group was US\$74.2 million (equivalent to approximately HK\$579.3 million), as included in financial assets at fair value through profit or loss as presented on page 152 of this annual report.

The management of the Group would continue to perform fair value assessment on the Group's outstanding shareholder's loan in CAG Group periodically. The amount of provision may be adjusted in the future according to the fair value assessment result.

The fair value changes on CAG Group were non-cash transactions and there was no impact on the cash flows of the Group for both years.

## 1.5 Other (Losses)/Gains, Net

	Year ended 31 December		Change
	2023 HK\$'Million	2022 HK\$'Million	
Currency exchange gains in RMB	73.3	334.7	-78.1%
Fair value losses on currency forward contracts in RMB	(126.0)	(149.2)	-15.5%
Net exchange (losses)/gains in RMB	(52.7)	185.5	N/A
Currency exchange losses in US\$	(1.3)	(11.2)	-88.4%
Fair value gains on investment in aircraft modification	27.6	–	N/A
Fair value losses on financial assets at fair value through profit or loss	(1.6)	–	N/A
Changes in fair value attributable to interest rate	0.5	(25.9)	N/A
Unrealised gains/(losses) on currency swap	4.5	(1.2)	N/A
Total	(23.0)	147.2	N/A

## MANAGEMENT DISCUSSION AND ANALYSIS

The net exchange losses arising from net financial liabilities denominated in RMB was mainly due to the appreciation of US\$ exchange rate against RMB from 6.90 as at 31 December 2022 to 7.07 as at 31 December 2023. The Group used the RMB currency forward contracts to hedge its exposure to RMB exchange risk. The following table illustrates the foreign currency exposure in RMB as at 31 December 2023 and the related gains/(losses) in RMB for the year ended 31 December 2023.

<b>Balance of RMB exposure</b>	<b>As at 31 December 2023</b>	<b>Related gains/(losses) arising from RMB exposure</b>	<b>Year ended 31 December 2023</b>
	HK\$'Million		HK\$'Million
Net financial liabilities denominated in RMB exposed to currency exchange risk	(8,102.9)	Currency exchange gains in RMB	73.3
Less: Hedged by notional amount of RMB currency forward contracts	2,595.8	Fair value losses on currency forward contracts in RMB	(126.0)
Unhedged RMB currency exchange risk exposure <sup>(note)</sup>	(5,507.1)	Net exchange losses in RMB	(52.7)

Note: Equivalent to RMB4,985.6 million.

The following table summarises the sensitivity test on change in US\$ against RMB exchange rate for the year ended 31 December 2023:

<b>RMB against US\$</b>	<b>Impact on profit attributable to shareholders of the Company</b>
	HK\$'Million
RMB appreciates by 10%	(550.7)
RMB depreciates by 10%	550.7

### 1.6 Income Tax Expenses

Income tax for the year ended 31 December 2023 was HK\$293.6 million compared to HK\$307.8 million in 2022. Certain deferred tax credit had not been recognised in respect of certain tax losses incurred. The Group would evaluate regularly to consider the recognition of the deferred tax credit in future.

## MANAGEMENT DISCUSSION AND ANALYSIS

## 2. CONSOLIDATED BALANCE SHEET

## 2.1 Assets

As at 31 December 2023, the Group's total assets amounted to HK\$59,824.7 million compared with HK\$55,332.1 million as at 31 December 2022, an increase of HK\$4,492.6 million or 8.1%.

	As at 31 December		Change
	2023 HK\$'Million	2022 HK\$'Million	
Property, plant and equipment and right-of-use assets (mainly "Aircraft under operating leases")	33,493.8	27,354.4	+22.4%
Finance lease receivables – net ("Aircraft under finance leases")	8,577.3	8,172.1	+5.0%
Assets classified as held for sale ("Aircraft under operating leases for trading")	1,425.3	1,425.2	–
Pre-Delivery Payments ("PDP") and other prepayments and receivables relating to aircraft acquisition	7,626.3	10,445.4	-27.0%
Prepayments and other assets	649.1	922.2	-29.6%
Investments in and loans to associates and joint ventures	1,529.6	1,354.4	+12.9%
Financial assets at fair value through profit or loss	621.7	769.5	-19.2%
Derivative financial assets	61.2	221.4	-72.4%
Restricted cash	544.5	1,115.0	-51.2%
Cash and cash equivalents	5,295.9	3,552.5	+49.1%
<b>Total assets</b>	<b>59,824.7</b>	<b>55,332.1</b>	<b>+8.1%</b>

### 2.1.1 Property, Plant and Equipment and Right-of-use Assets, Finance Lease Receivables – Net and Assets Classified as Held for Sale

Property, plant and equipment and right-of-use assets mainly included the cost of aircraft classified as operating leases, net of their accumulated depreciation and impairment. The increase in property, plant and equipment and right-of-use assets was mainly due to increase in the fleet size of the Group under operating lease from 97 aircraft as at 31 December 2022 to 113 aircraft as at 31 December 2023, netted-off by the depreciation and impairment provided during the year.

Net finance lease receivables represented the present value of minimum lease payments receivable from aircraft classified as finance leases and their residual values. There was a disposal of one aircraft under finance lease in the current year. The fleet size of the Group under finance lease decreased from 49 aircraft as at 31 December 2022 to 48 aircraft as at 31 December 2023.



## MANAGEMENT DISCUSSION AND ANALYSIS

Assets classified as held for sale represented the cost of assets expected to be disposed in the next twelve months. The number of aircraft classified as held for sale remained unchanged at four aircraft in the current year.

The total fleet size of the Group under property, plant and equipment and right-of-use assets, finance lease receivables – net and assets classified as held for sale is summarised as follows:

	As at 31 December	
	2023 Owned Aircraft	2022 Owned Aircraft
Property, plant and equipment and right-of-use assets (Operating leases)	113	97
Finance lease receivables – net (Finance leases)	48	49
Assets classified as held for sale (Operating leases)	4	4
<b>Total</b> <sup>(note)</sup>	<b>165</b>	<b>150</b>

Note: Including one aircraft remained in Russia as at 31 December 2023 (2022: two).

The total fleet size of the Group under property, plant and equipment and right-of-use assets, finance lease receivables – net and assets classified as held for sale increased from 150 aircraft as at 31 December 2022 to 165 aircraft as at 31 December 2023.

As at 31 December 2023, the aggregate net book value of the aircraft was HK\$42,826.9 million.

**2.1.2 Aircraft Portfolio**

Aircraft portfolio by number of aircraft is as follows:

	As at 31 December	
	2023 Owned Aircraft	2022 Owned Aircraft
<b>Aircraft Type</b>		
Airbus A320 CEO family	82	85
Airbus A320 NEO family	43	27
Airbus A330 CEO family	13	13
Boeing B737 NG family	22	23
Boeing B737 MAX family	2	–
Boeing B787	1	1
COMAC ARJ21 series	2	1
<b>Total</b> <sup>(note)</sup>	<b>165</b>	<b>150</b>

Note: Including one aircraft remained in Russia as at 31 December 2023 (2022: two).

## MANAGEMENT DISCUSSION AND ANALYSIS

**2.1.3 PDP and other Prepayments and Receivables Relating to Aircraft Acquisition**

PDP and other prepayments and receivables relating to aircraft acquisition mainly represented PDP made to aircraft manufacturers for aircraft acquisition from order book. The decrease is mainly due to the novation of aircraft purchase agreement.

**2.1.4 Prepayments and other Assets**

Prepayments and other assets mainly include operating lease receivables.

The aging analysis of the gross operating lease receivables based on due date was as follows:

	As at 31 December			
	2023		2022	
	HK\$'Million	%	HK\$'Million	%
Current/deferral	135.6	30%	253.2	52%
Less than 30 days past due	4.2	1%	5.4	1%
30 to 90 days past due	19.3	4%	16.7	3%
More than 90 days past due	289.5	65%	217.1	44%
	448.6	100%	492.4	100%
Less: Accumulated expected credit losses allowance	(203.6)		(187.5)	
Total	245.0		304.9	

With the recovery of aviation industry, there is improvement in the rent collection. The operating lease receivables as at 31 December 2023 amounted to HK\$448.6 million compared with HK\$492.4 million in 2022, a decrease of HK\$43.8 million or 8.9%.

The rent collection ratio, represented by the cash received over the amount of invoice billing, for the year ended 31 December 2023 was 101.4% (2022: 102.4%). The decrease in operating lease receivables is mainly due to the rent collection ratio exceeding 100% and the repayment from the lessees on the overdue rent. The Group would prudently and consistently assess the credit losses allowance on the operating lease receivables, leading to an increase in the expected credit losses allowance.

## MANAGEMENT DISCUSSION AND ANALYSIS

**2.2 Liabilities**

As at 31 December 2023, the Group's total liabilities amounted to HK\$54,684.7 million, compared with HK\$49,075.9 million as at 31 December 2022, an increase of HK\$5,608.8 million or 11.4%.

An analysis is given as follows:

	<b>As at 31 December</b>		Change
	<b>2023</b> HK\$'Million	2022 HK\$'Million	
Borrowings	<b>42,911.8</b>	38,001.1	+12.9%
Bonds and debentures	<b>5,943.5</b>	5,406.5	+9.9%
Medium-term notes	<b>1,656.2</b>	1,696.5	-2.4%
<b>Total interest-bearing debts</b>	<b>50,511.5</b>	45,104.1	+12.0%
Deferred income tax liabilities	<b>1,191.5</b>	1,057.1	+12.7%
Interest payables	<b>392.7</b>	297.7	+31.9%
Income tax payables	<b>66.1</b>	45.9	+44.0%
Derivative financial liabilities	<b>147.7</b>	52.5	+181.3%
Other liabilities and accruals	<b>2,375.2</b>	2,518.6	-5.7%
<b>Total liabilities</b>	<b>54,684.7</b>	49,075.9	+11.4%

**2.2.1 Borrowings**

The analysis of borrowings is as follows:

	<b>As at 31 December</b>		Change
	<b>2023</b> HK\$'Million	2022 HK\$'Million	
<b>Bank and other borrowings</b>			
Bank and other borrowings for aircraft acquisition financing	<b>23,309.6</b>	19,083.2	+22.1%
PDP financing	<b>6,127.8</b>	7,180.3	-14.7%
Other bank borrowings	<b>8,802.6</b>	6,821.2	+29.0%
	<b>38,240.0</b>	33,084.7	+15.6%
<b>Other long-term borrowings</b>			
Borrowings from trust plans	<b>4,263.8</b>	4,527.5	-5.8%
Other borrowings	<b>408.0</b>	388.9	+4.9%
	<b>4,671.8</b>	4,916.4	-5.0%
<b>Total borrowings</b>	<b>42,911.8</b>	38,001.1	+12.9%

The total borrowings increased from HK\$38,001.1 million as at 31 December 2022 to HK\$42,911.8 million as at 31 December 2023 was mainly due to (i) the increase in bank and other borrowings for aircraft acquisition financing by HK\$4,226.4 million as the fleet size increased from 150 aircraft as at 31 December 2022 to 165 aircraft as at 31 December 2023, (ii) the decrease in PDP financing by HK\$1,052.5 million due to the decrease of payment of PDP made to aircraft manufacturers for aircraft acquisition from order book and (iii) the increase in other bank borrowings by HK\$1,981.4 million. The increase in total borrowings is in line with the increase in total assets.

## MANAGEMENT DISCUSSION AND ANALYSIS

**2.2.2 Bonds and Debentures**

The following table summarises the senior unsecured US\$ bonds and RMB bonds and debentures issued by the Group:

Issue date	Terms	Maturity date	Coupon interest per annum	Principal amount (Million)	Carrying amount (HK\$'Million)	Note
March 2017	Seven years	March 2024	5.50%	US\$200.0	1,162.1	(a)&(b)
November 2020	Five years	November 2025	5.90%	US\$35.0	272.4	(d)
January 2021	Five years	January 2026	5.90%	US\$35.0	272.7	(d)
December 2021	Three years	December 2024	4.85%	US\$100.0	708.9	(a)&(c)
				US\$370.0	2,416.1	
February 2022	Three years	February 2025	4.40%	RMB1,200.0	1,323.4	(d)
June 2023	Three years	June 2026	3.85%	RMB1,500.0	1,653.2	(e)
November 2023	Three years	November 2026	3.58%	RMB500.0	550.8	(e)
				RMB3,200.0	3,527.4	
Total bonds and debentures as at 31 December 2023					5,943.5	(f)
Total bonds and debentures as at 31 December 2022					5,406.5	

The bonds and debentures increased from HK\$5,406.5 million as at 31 December 2022 to HK\$5,943.5 million as at 31 December 2023 was mainly due to the net effect of (i) the proceeds from issuance of two three-year RMB corporate bonds with an aggregate carrying amount of HK\$2,204.0 million during the current year; (ii) the repayment of a total of RMB1.1 billion bonds and debentures upon maturity, with an aggregate carrying amount of HK\$1,217.8 million and (iii) the repurchase of US\$51.1 million bonds on the Stock Exchange with an aggregate carrying amount of HK\$400.0 million.

Notes:

- (a) These bonds are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").
- (b) During the year ended 31 December 2023, the Group completed bonds repurchase on the Stock Exchange for an aggregate and principal amount of US\$50.7 million.
- (c) During the year ended 31 December 2023, the Group completed bonds repurchase on the Stock Exchange for an aggregate and principal amount of US\$0.4 million.
- (d) The bonds and debentures are unlisted and subscribed by an independent third party.
- (e) The bonds are listed on the Shanghai Stock Exchange.
- (f) Upon maturity in July 2023, the Group fully repaid the super short-term debentures with outstanding principal amount of RMB1.0 billion, bearing coupon interest at 3.56% per annum.

Upon maturity in August 2023, the Group fully repaid the three-year unsecured bonds with outstanding principal amount of RMB100.0 million, bearing coupon interest at 4.2% per annum.



## MANAGEMENT DISCUSSION AND ANALYSIS

**2.2.3 Medium-term Notes**

The following table summarises the senior unsecured medium-term notes issued by the Group:

Issue date	Terms	Maturity date	Coupon interest per annum	Principal amount (RMB'Million)	Carrying amount (HK\$'Million)
April 2022	Three years	April 2025	4.50%	1,500.0	1,656.2
Total medium-term notes as at 31 December 2023				<b>1,500.0</b>	<b>1,656.2</b>
Total medium-term notes as at 31 December 2022					1,696.5

The senior unsecured medium-term notes issued by the Group remain unchanged at RMB1,500.0 million in the current year.

**3. CAPITAL MANAGEMENT**

The primary objective of the Group's capital management policy is to ensure that it maintains a strong credit standing, as well as healthy capital ratios in order to support its business and maximise shareholder value.

Operations and capital expenditure requirements are funded by a combination of cash generated from operating activities, bank and other borrowings, other long-term borrowings, issuance of bonds and debentures and medium-term notes, and the asset-light strategy including disposal of aircraft. In order to meet the current rapid expansion, the Group will also consider both equity and debt financing opportunities, and establishment of various aircraft investment platform and other joint ventures.

For the year ended 31 December 2023, the objectives, policies and processes for managing capital remained largely unchanged. The Group made full use of capital leverage to keep pace with aircraft delivery.

The Group monitors capital through gearing ratio and debt to equity ratio:

	As at 31 December		Change
	2023 HK\$'Million	2022 HK\$'Million	
Interest-bearing debts included			
in total liabilities	<b>50,511.5</b>	45,104.1	+12.0%
Total liabilities	<b>54,684.7</b>	49,075.9	+11.4%
Total assets	<b>59,824.7</b>	55,332.1	+8.1%
Total equity	<b>5,140.0</b>	6,256.2	-17.8%
Gearing ratio	<b>84.4%</b>	81.5%	+2.9p.p.
Asset-liability ratio	<b>91.4%</b>	88.7%	+2.7p.p.
Interest-bearing debts to equity ratio	<b>9.8:1</b>	7.2:1	+36.1%

## MANAGEMENT DISCUSSION AND ANALYSIS

### 4. HUMAN RESOURCES

As at 31 December 2023, staff of the Group numbered 185 (2022: 169). Total remuneration of employees for 2023 amounted to HK\$171.2 million (2022: HK\$184.1 million).

The Group has established effective employee incentive schemes to link the remuneration of its employees with their overall performance and contributions, and has established a merit-based remuneration awards system. It has also adopted share option schemes for the purpose of recognising the contribution of eligible employees to the growth of the Group.

### 5. CONTRACTUAL OBLIGATIONS, CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

#### 5.1 Contingent Liabilities

As at 31 December 2023, the Group was a guarantor of certain bank borrowings of associates and joint ventures amounting to HK\$564.1 million (2022: HK\$604.0 million), of which HK\$217.0 million (2022: HK\$274.4 million) was counter-guaranteed by an investor of the joint ventures. After excluding the portion of counter-guarantee as mentioned above, the Group guaranteed HK\$347.1 million (2022: HK\$329.6 million) of these bank borrowings.

#### 5.2 Capital Commitments and Qualified Aircraft Leasing Activity

The Board confirms that the Company is a listed company actively engaged in aircraft leasing with aircraft operators as a principal business in its ordinary and usual course of business and the Company is therefore a Qualified Aircraft Lessor (as defined in the Rules Governing the Listing of Securities on Stock Exchange (the “**Listing Rules**”). Acquisition or disposal of aircraft is a Qualified Aircraft Leasing Activity pursuant to the Listing Rules.

The majority of the Group’s capital commitments is aircraft purchase commitment, amounted to HK\$52.8 billion as at 31 December 2023 (2022: HK\$85.4 billion), representing estimated total purchase costs of the aircraft contracted to be purchased and delivered, net of PDP paid.

As at 31 December 2023, the Group had 141 aircraft in its order book, comprising 113 Airbus A320 aircraft family and 28 COMAC ARJ21 series aircraft.

During the year ended 31 December 2023, the Group completed the delivery of 21 aircraft.

During the year ended 31 December 2023, the Group completed the disposal of five aircraft, which included disposal of one aircraft to a joint venture.

## REPORT OF THE DIRECTORS

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to present the Report of the Directors for the year 2023 together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2023.

### PRINCIPAL BUSINESS ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in the aircraft leasing business. The Group has operations mainly in Mainland China and other countries or regions globally.

### BUSINESS REVIEW AND PRINCIPAL RISKS

A fair review of the Group’s business and/or an indication of the likely future development of the Group’s business are provided in the sections of this annual report headed the Chairman’s Statement and the CEO’s Statement. Description of the principal risks and uncertainties facing by the Group can be found in the Risk Management Report. No important event affecting the Group has occurred since the end of the financial year under review and up to the date of this annual report. Certain financial key performance indicators which complement and supplement our financial disclosures are set out in the sections of this annual report headed the Financial Highlights and Five-Year Financial Summary and the Management Discussion and Analysis. Discussions on the Group’s environmental policies and performance, and compliance with relevant laws and regulations are included in the separate Environmental, Social and Governance Report and the section of this annual report headed the Corporate Governance Report. An account of the Group’s relationships with its key stakeholders that have a significant impact on the Group and on which the Group’s success depends are provided in the sections of this annual report headed the CEO’s Statement and the Corporate Governance Report as well as the Environmental, Social and Governance Report published separately.

The above sections or reference form part of the Report of the Directors.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of income on page 95 of this annual report.

The Board has declared an interim dividend of HK\$0.15 per share for the six months ended 30 June 2023, totaling approximately HK\$111.7 million which was paid by cash.

The Board has recommended the payment of a final dividend of HK\$0.15 per share (2022: HK\$0.15 per share) in respect of the year ended 31 December 2023 to shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company (the “**Register of Members**”) on 21 June 2024. The proposed final dividend will be payable in cash, with an option given to the Shareholders to receive the proposed 2023 final dividend in new shares in lieu of cash in whole or in part under the scrip dividend scheme (the “**Scrip Dividend Scheme**”). The Scrip Dividend Scheme is subject to: (1) approval of the proposed 2023 final dividend at the annual general meeting of the Company to be held on 21 May 2024 (the “**2024 AGM**”); and (2) the Stock Exchange granting the listing of and permission to deal in the new shares to be issued pursuant thereto.

A circular containing details of the Scrip Dividend Scheme will be despatched to the Shareholders together with the form of election for scrip dividend in July 2024. Cheques for cash dividend and/or definitive certificates for the scrip shares in respect of the proposed 2023 final dividend are expected to be despatched to the Shareholders on or about 14 August 2024.

## REPORT OF THE DIRECTORS

**DIVIDEND POLICY**

The Company has a dividend policy matching its financial strategy, which aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the Shareholders. In recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements. The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the amended and restated articles of association of the Company (the “**Articles**”) and all applicable laws and regulations. The Board shall also take into account various factors of the Group when considering the declaration and payment of dividends. The Board will review the Dividend Policy as appropriate from time to time.

There is no arrangement under which a shareholder has waived or agreed to waive any dividends.

**CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Shareholders’ eligibility to attend and vote at the 2024 AGM and entitlement to the proposed final dividend, the Register of Members will be closed in accordance with the following timetable:

- (i) For determining the Shareholders’ eligibility to attend and vote at the 2024 AGM:
  - (a) Latest time to lodge transfer documents for registration 4:30 pm on 14 May 2024
  - (b) Closure of Register of Members 16 May 2024 to 21 May 2024  
(both dates inclusive)
- (ii) For determining entitlement to the final dividend:
  - (a) Latest time to lodge transfer documents for registration 4:30 pm on 17 June 2024
  - (b) Closure of Register of Members 18 June 2024 to 21 June 2024  
(both dates inclusive)
  - (c) Record date 21 June 2024

During the above closure periods, no transfer of shares will be registered. In order to be eligible to attend and vote at the 2024 AGM, and to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than the time set out above.

**PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Articles or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

**FIVE-YEAR FINANCIAL SUMMARY**

A summary of the Group’s results, assets, liabilities and non-controlling interests for the last five financial years is extracted from the audited financial information, which is set out on pages 4 and 5 of this annual report. This summary does not form a part of the consolidated financial statements.



## REPORT OF THE DIRECTORS

### PROPERTY, PLANT AND EQUIPMENT

The movements in the Group's property, plant and equipment for the year are set out in Note 6 to the consolidated financial statements.

### SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in Note 14 to the consolidated financial statements.

### BORROWINGS

Particulars of the Group's borrowings as at 31 December 2023 are set out in Note 18 to the consolidated financial statements.

### BONDS AND DEBENTURES ISSUE, AND BONDS REPURCHASE

Particulars of the Group's issued bonds and debentures as at 31 December 2023 and bonds repurchase during the year are set out in Note 20 to the consolidated financial statements.

The proceeds from the issuance of the bonds were for refinancing and general working capital purposes.

### EQUITY-LINKED AGREEMENTS

#### Share Options

Details of the movements in share options of the Company during the year are set out in the section headed the "Post-IPO Share Option Scheme" on pages 40 to 45 of this annual report.

Save as disclosed, no equity-linked agreements that will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the year or subsisted at the end of the year.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

On 6 September 2023, the Company as the offeror (the "**Offeror**") launched a tender offer (the "**Offer**") to purchase for cash each of the U.S.\$200,000,000 5.50 PER CENT. guaranteed bonds due 2024 (Stock Code: 05391) issued by CALC Bond 3 Limited (the "**CALC 3 Bonds**") at a price of U.S.\$982 per U.S.\$1,000 principal amount of the CALC 3 Bonds and the U.S.\$100,000,000 4.85 PER CENT. guaranteed notes due 2024 (Stock Code: 40972) issued by CALC Bonds Limited (the "**CALC Notes**" and together with the CALC 3 Bonds, the "**Notes**") at a price of U.S.\$935 per U.S.\$1,000 principal amount of the CALC Notes. Upon settlement of the Offer, U.S.\$50,720,000 in aggregate principal amount of the CALC 3 Bonds and U.S.\$400,000 in aggregate principal amount of the CALC Notes were purchased and redeemed by the Offeror on 19 September 2023 and cancelled pursuant to the terms and conditions of the respective Notes. U.S.\$148,880,000 in aggregate principal amount of the CALC 3 Bonds and U.S.\$91,400,000 in aggregate principal amount of the CALC Notes remain outstanding as at 31 December 2023. For details, please refer to the announcement of the Company dated 20 September 2023.

Save as disclosed above, during the year ended 31 December 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed equity securities.

## REPORT OF THE DIRECTORS

### RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 97 and 98 of this annual report and Notes 15 and 38 to the consolidated financial statements respectively.

### DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 December 2023, calculated in accordance with the Companies Law of the Cayman Islands, amounted to approximately HK\$2,681,473,000 are set out in Note 38 to the consolidated financial statements.

### CONTINGENT LIABILITIES

Other than corporate guarantees for certain bank borrowings extended to the Group's associates and joint ventures by the banks as set out in Note 37(a) to the consolidated financial statements, the Company had no material contingent liabilities as at 31 December 2023.

### CHARITABLE DONATIONS

The Group's external charitable donations for the year amounted to approximately HK\$227,000.

### DIRECTORS

The Directors during the year and up to the date of this annual report (i.e. 19 March 2024) were as follows:

#### Executive Directors

Mr. ZHANG Mingao (*Chairman of the Board*)

Mr. POON Ho Man (*Chief Executive Officer*)

Ms. LIU Wanting (*President and Chief Commercial Officer*)

Mr. LI Guohui (*Chief Financial Officer and Chief Strategy Officer*) (*appointed on 19 March 2024*)

#### Non-executive Director

Ms. WANG Yun (*appointed on 11 July 2023*)

Mr. WANG Hongyang (*resigned on 11 July 2023*)

#### Independent Non-executive Directors

Mr. CHEOK Albert Saychuan

Dr. TSE Hiu Tung, Sheldon

Mr. FAN Chun Wah, Andrew, J.P.

Mr. FAN Yan Hok, Philip (*retired on 16 May 2023*)

In accordance with Article 16.2 of the Articles, the Board shall have power from time to time to appoint any person as a Director either to fill a causal vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Ms. WANG Yun and Mr. LI Guohui, being new Directors appointed by the Board on 11 July 2023 and 19 March 2024, respectively, shall retire from office and, being eligible, will offer themselves for re-election at the 2024 AGM.

## REPORT OF THE DIRECTORS

In addition, in accordance with Article 16.18 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. LIU Wanting and Mr. CHEOK Albert Saychuan shall retire by rotation. Mr. CHEOK Albert Saychuan, being eligible, will offer himself for re-election at the 2024 AGM.

Ms. LIU Wanting has decided to retire from office with effect from the conclusion of the 2024 AGM and will not offer herself for re-election. Upon conclusion of the 2024 AGM, Ms. LIU will cease to be the Company's Director. She will continue to serve as the President, Chief Commercial Officer, and member of each of the Strategy Committee and the Sustainability Steering Committee on Environmental, Social and Governance Issues of the Company. Please refer to the announcement of the Company dated 19 March 2024 for details.

Each of the Directors who have retired or resigned as a Director during the year ended 31 December 2023 and up to the date of this annual report has confirmed that he/she has no disagreement with the Board and there are no matters with respect to his/her resignation/retirement that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

### CHANGE OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Change in composition of the Board and Board Committees and change of information in respect of Directors From 1 January 2023 to the date of this annual report (i.e. 19 March 2024), the changes in composition of the Board and Board committees, and change of information are set out below:

Directors	Change
FAN Yan Hok, Philip	– retired as an Independent Non-executive Director of the Company, and accordingly the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, with effect from the conclusion of the annual general meeting of the Company held on 16 May 2023 as he has served the Board as an Independent Non-executive Director for more than 9 years.
TSE Hiu Tung, Sheldon	– re-designated from a member of the Remuneration Committee to the chairman of the Remuneration Committee with effect from 16 May 2023. He is also a member of each of the Audit Committee and the Nomination Committee. Dr. Tse has been appointed as an independent non-executive director of Wise Living Technology Co., Ltd (stock code: 2481.HK) on 29 May 2023.
CHEOK Albert Saychuan	– re-designated from the chairman of the Audit Committee to a member of the Audit Committee with effect from 16 May 2023. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee.

## REPORT OF THE DIRECTORS

Directors	Change
FAN Chun Wah, Andrew, <i>J.P.</i>	– appointed as an Independent Non-executive Director of the Company on 14 March 2023, and further appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee with effect from 16 May 2023. Accordingly, Mr. FAN has been entitled to a total fee of HK\$390,000 per annum under his letter of appointment (including a Director's fee of HK\$200,000, fees of HK\$100,000 for being a the chairman of the Audit Committee, HK\$50,000 for being a member of the Remuneration Committee and HK\$40,000 for being a member of the Nomination Committee since 16 May 2023), which were determined with reference to his duties and responsibilities with the Company and the prevailing market condition. He has been appointed as an independent non-executive director of China Overseas Grand Oceans Group Limited (stock code: 0081.HK) on 27 March 2023.
WANG Hongyang	– resigned as a Non-executive Director, a member of each of Remuneration Committee and Sustainability Steering Committee on Environmental, Social and Governance Issues and chairman of Strategy Committee of the Company with effect from 11 July 2023 due to adjustment of his role and responsibility within China Everbright Limited (stock code: 165.HK) (“ <b>CEL</b> ”), a substantial shareholder of the Company.
WANG Yun	– appointed as a Non-executive Director, a member of each of Remuneration Committee and Sustainability Steering Committee on Environmental, Social and Governance Issues and chairman of Strategy Committee of the Company with effect from 11 July 2023, and the chairman of China Asset Leasing Company Limited, a wholly-owned subsidiary of the Company with effect from 17 August 2023. There is no director's emolument and salary for Ms. WANG as a Non-executive Director of the Company. She has been appointed as a non-executive and non-independent director of Ying Li International Real Estate Limited (stock code: 5DM. SGX) on 14 July 2023. Ms. Wang Yun resigned as non-executive director of Everbright Grand China Assets Limited (stock code: 3699.HK) on 12 December 2023.
LIU Wanting	– resigned as a director of each of Linkasia Airlines Group Limited on 31 May 2023 and Aircraft Recycling International Limited on 23 June 2023. She will be subject to retirement by rotation at the 2024 AGM and will not offer herself for re-election. Upon conclusion of the 2024 AGM, Ms. LIU will cease to be a Director of the Company. She will continue to serve as the President, Chief Commercial Officer, and member of each of the Strategy Committee and the Sustainability Steering Committee on Environmental, Social and Governance Issues of the Company. With effect from 19 March 2024, she has been re-designated from the position of Deputy Chief Executive Officer of the Company to the President and has ceased to act as the authorised representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong as required under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and Mr. POON Ho Man has been appointed as the authorised representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong as required under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

## REPORT OF THE DIRECTORS

Directors	Change
ZHANG Mingao	– resigned as an executive director of China Everbright Limited (stock code: 165.HK), a substantial shareholder of the Company, and the president of CEL Group with effect from 4 January 2024. He also resigned as the chairman of Everbright Jiabao Co., Ltd. (stock code: 600622.SH) on 18 January 2024. He was appointed as the president of Everbright Financial Holding Asset Management Co., Ltd.
LI Guohui	– appointed as an Executive Director of the Company with effect from 19 March 2024. Mr. LI, as an Executive Director, is not entitled to Director's fee for the year ended 31 December 2024 pursuant to the service contract. He will receive from the Group emoluments for his position as Chief Financial Officer and Chief Strategy Officer of the Company under employment contract between Mr. LI and the Company which comprise monthly salary of HK\$312,000, annual provident fund contributions of HK\$18,000 and discretionary bonus.

Save as disclosed above, the Company is not aware of other information which is required to be disclosed under Rule 13.51B(1) of the Listing Rules.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors offering themselves for re-election at the 2024 AGM has entered into any service contract with the Company or any of its subsidiaries which is not terminable by the employing company within one year without payment or compensation other than the normal statutory compensation.

### DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the paragraph of this Report of the Directors headed "Connected Transactions and Continuing Connected Transactions", no transaction, arrangement or contract of significance in relation to the Group's business, to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year under review.

### CONTRACT OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

Save for disclosed in the paragraph of this Report of the Directors headed "Connected Transactions and Continuing Connected Transactions", there were no contract of significance between the Company or any of its subsidiaries and a controlling shareholder or any of its subsidiaries nor any contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries during the year.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors are considered to be interested in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group at any time during the year ended 31 December 2023.

### PERMITTED INDEMNITY

Pursuant to the Articles, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto subject to the applicable laws and regulations. The Company has arranged appropriate directors' and officers' liability insurance for the Directors and officers of the Group during the year and up to the date of this annual report.



## REPORT OF THE DIRECTORS

**PROFILE OF THE DIRECTORS AND SENIOR MANAGEMENT**

Profile of the Directors and Senior Management are set out on pages 81 to 85 of this annual report.

**CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the INEDs and the Company considers that each of the INEDs, namely Mr. CHEOK Albert Saychuan, Dr. TSE Hiu Tung, Sheldon and Mr. FAN Chun Wah, Andrew (who was appointed as an Independent Non-executive Director on 14 March 2023), is independent.

**DIRECTORS' EMOLUMENTS**

Details of the remuneration of the Directors for the year ended 31 December 2023 are set out in Note 35(a) to the consolidated financial statements.

**MANAGEMENT CONTRACTS**

No contracts relating to the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS**

As at 31 December 2023, the interests or short positions of the Directors and the chief executive of the Company in the shares of the Company (the "Shares"), underlying Shares and/or debentures (as the case may be) of the Company and/or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he/she was taken or deemed to have and such provision of the SFO), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules, are as follows:

Name of Directors	Capacity	Number of Shares/underlying Shares (L) held <sup>(1)</sup>		
		Number of Shares/underlying Shares held	Total interests	Approximate percentage of Shares in issue <sup>(2)</sup>
POON Ho Man	Interest of controlled corporation Beneficial owner	185,827,261 <sup>(3)</sup> 600,000	186,427,261	25.05%
LIU Wanting	Interest of controlled corporation Beneficial owner	12,278,069 <sup>(4)</sup> 4,800,000 <sup>(5)</sup>	17,078,069	2.29%
CHEOK Albert Saychuan	Beneficial owner	5,000	5,000	0.001%

## REPORT OF THE DIRECTORS

Notes:

- (1) The letter “L” denotes the entity/person’s long position in the securities.
- (2) Based on 744,355,352 Shares in issue as at 31 December 2023.
- (3) Mr. POON Ho Man was deemed to be interested in 185,827,261 Shares by virtue of the SFO in the following manner:
  - (a) 176,496,672 Shares held by Friedmann Pacific Asset Management Limited (“**FPAM**”), a substantial Shareholder wholly-owned by Capella Capital Limited which in turn was owned as to 50% by Ms. Christina NG and 50% by Mr. POON; and
  - (b) 9,330,589 Shares held by Equal Honour Holdings Limited, a company wholly-owned by Mr. POON.
- (4) These Shares were held by Smart Aviation Investment Limited, a company wholly-owned by Ms. LIU Wanting.
- (5) These interests represented the interests in the underlying Shares in respect of the share options granted by the Company to Ms. LIU Wanting pursuant to the Post-IPO Share Option Scheme.

Save as disclosed above, as at 31 December 2023, none of the Directors or the chief executive of the Company had any other interests or short positions in the Shares, underlying Shares and/or debentures (as the case may be) of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interest and short position in which he/she was deemed or taken to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register of interests required to be kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

### ARRANGEMENTS FOR THE DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year were there any rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, nor were there any such rights exercised by them. Also, there was no arrangement to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries is a party that would enable the Directors to acquire such rights in any other body corporate.

## REPORT OF THE DIRECTORS

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES**

Based on the information available to the Directors as at 31 December 2023 (including such information as was available on the website of the Stock Exchange) or so far as they are aware of, as at 31 December 2023, the entities and/or persons who had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO or had otherwise notified to the Company were as follows:

Name of Shareholders	Capacity	Number of Shares/underlying Shares held (L) <sup>(1)</sup>		
		Number of Shares/underlying Shares held	Total interests	Approximate percentage of Shares in issue <sup>(2)</sup>
CEL Aviation Investment Holdings Limited ("CEL Aviation")	Beneficial owner	244,065,373 <sup>(3)</sup>	244,065,373	32.79%
China Everbright Limited ("CEL")	Interest of controlled corporation	283,417,693 <sup>(3)</sup>	283,417,693	38.08%
China Everbright Holdings Company Limited ("CE Hong Kong")	Interest of controlled corporation	283,417,693 <sup>(4)</sup>	283,417,693	38.08%
China Everbright Group Ltd ("CE Group")	Interest of controlled corporation	283,417,693 <sup>(5)</sup>	283,417,693	38.08%
Central Huijin Investment Limited ("Central Huijin")	Interest of controlled corporation	283,417,693 <sup>(5)</sup>	283,417,693	38.08%
Friedmann Pacific Asset Management Limited ("FPAM")	Beneficial owner	176,496,672 <sup>(6)</sup>	176,496,672	23.71%
Capella Capital Limited ("Capella")	Interest of controlled corporation	176,496,672 <sup>(6)</sup>	176,496,672	23.71%
POON Ho Man	Interest of controlled corporation	185,827,261 <sup>(7)&amp;(8)</sup>	–	–
	Beneficial owner	600,000	186,427,261	25.05%
Christina NG	Interest of controlled corporation	176,496,672 <sup>(7)</sup>	–	–
	Beneficial owner	7,500,000	183,996,672	24.72%

## REPORT OF THE DIRECTORS

Notes:

- (1) The letter, "L" denotes the entity/person's long position in the securities.
- (2) Based on 744,355,352 Shares in issue as at 31 December 2023.
- (3) By virtue of the SFO, CEL was deemed to be interested in 244,065,373 and 39,352,320 Shares held by CEL Aviation and China Everbright Financial Investments Limited respectively, both of which were wholly-owned by CEL.
- (4) CEL was owned as to 49.39% by Honorich Holdings Limited and 0.35% by Everbright Investment & Management Limited, both of which were wholly-owned by CE Hong Kong. CE Hong Kong therefore indirectly held more than one-third of the voting power at general meetings of CEL. Accordingly, CE Hong Kong was deemed to be interested in all Shares mentioned in note (3) above by virtue of the SFO.
- (5) Central Huijin held 63.16% equity interest in CE Group which in turn held 100% of the issued share capital of CE Hong Kong. Accordingly, CE Group and Central Huijin were deemed to be interested in all Shares mentioned in notes (3) and (4) above by virtue of the SFO.
- (6) FPAM was wholly-owned by Capella. Accordingly, Capella was deemed to be interested in all Shares held by FPAM.
- (7) Capella was owned as to 50% by Ms. Christina NG and 50% by Mr. POON Ho Man. Accordingly, Mr. POON and Ms. NG were deemed to be interested in all Shares mentioned in note (6) above.
- (8) Mr. POON Ho Man was deemed to be interested in 185,827,261 Shares by virtue of the SFO in the following manner:
  - (a) 176,496,672 Shares held by FPAM, a substantial Shareholder wholly-owned by Capella Capital Limited which in turn was owned as to 50% by Ms. Christina NG and 50% by Mr. POON Ho Man; and
  - (b) interested in 9,330,589 Shares held by Equal Honour Holdings Limited, a company wholly-owned by Mr. POON.

Save as disclosed above, as at 31 December 2023, the Directors were not aware of any other person (other than a Director or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, directly or indirectly, be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

### POST-IPO SHARE OPTION SCHEME

The post-IPO share option scheme of the Company (the "**Post-IPO Share Option Scheme**") was conditionally approved and adopted pursuant to a resolution in writing passed by the Shareholders on 23 June 2014, which became effective on 11 July 2014 (the "**Listing Date**").

As at 1 January 2023, the number of options available for grant under the scheme mandate was 27,142,900.

As at 31 December 2023, the number of options available for grant under the scheme mandate was 28,017,900.

During the year, no option was granted pursuant to the Post-IPO Share Option Scheme. Therefore, the number of shares that may be issued in respect of options granted under the Post-IPO Share Option Scheme during the year ended 31 December 2023 divided by the weighted average number of the shares in issue for the year ended 31 December 2023 is nil.

## REPORT OF THE DIRECTORS

During the year, no share options were exercised and the movement of share options granted under the Post-IPO Share Option Scheme is as follows:

Name of grantees	Date of grant	Number of share options					Lapsed during the year <sup>(3)</sup>	Balance as at 31 December 2023	Weighted average closing price of the Shares immediately before the dates on which the exercised options were exercised <sup>(5)</sup>	Exercise price per Share HK\$	Closing price per Share immediately before date of grant HK\$	Exercise period
		Balance as at 1 January 2023	Granted during the year	Exercised during the year	Cancelled during the year <sup>(4)</sup>							
<b>Director</b>												
LIU Wanting	6 April 2022 <sup>(2)</sup>	4,800,000	-	-	-	-	4,800,000	-	6.36	5.31	6 April 2023 to 5 April 2025 <sup>(1)</sup>	
<b>Sub-total</b>		<b>4,800,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,800,000</b>	<b>-</b>				
<b>Other employee participants</b>												
Senior management and other employees	6 April 2022 <sup>(2)</sup>	16,100,000	-	-	-	875,000	15,225,000	-	6.36	5.31	6 April 2023 to 5 April 2025 <sup>(1)</sup>	
<b>Sub-total</b>		<b>16,100,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>875,000</b>	<b>15,225,000</b>	<b>-</b>				
<b>Total</b>		<b>20,900,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>875,000</b>	<b>20,025,000</b>	<b>-</b>				

## Notes:

- (1) Subject to the achievement of certain individual performance targets as determined by the chief executive officer of the Company at his sole and absolute discretion within relevant periods, 50% and 50% of the share options granted on 6 April 2022 has vested on 6 April 2023 and will vest on 6 April 2024 respectively and become exercisable within the exercise period.
- (2) The fair value of the share options granted on 6 April 2022 to both (i) the Director and (ii) senior management and employees on the grant date determined by using Binomial valuation model was approximately HK\$0.3 per option.

Significant judgement on parameters, such as spot price at the grant date, risk free interest rate, dividend yield, expected volatility and suboptimal exercise factor are required to be made by the directors in applying the Binomial valuation model. The parameters used are as follows:

Spot share price at the grant date	HK\$5.31
Risk free rate (Note 1)	2.39%
Dividend yield (Note 2)	8.0%
Expected volatility (Note 3)	24.4%
Suboptimal exercise factor	2.5



## REPORT OF THE DIRECTORS

Notes:

1. Risk free rates were based on Hong Kong Exchange Fund Notes with same duration.
  2. Dividend yield was based on historical dividend trend and expected future dividend policy determined by the Company.
  3. Expected volatility was determined by using the daily volatility of the Company's shares in similar duration as at the valuation date.
- (3) Options lapsed during the year in accordance with the rules of the Post-IPO Share Option Scheme.
- (4) No options were cancelled pursuant to the Post-IPO Share Option Scheme during the year ended 31 December 2023.
- (5) No options were exercised pursuant to the Post-IPO Share Option Scheme during the year ended 31 December 2023.
- (6) Save as disclosed above, there is no any other information required to be disclosed pursuant to Rule 17.07 of the Listing Rules.

Set below are the accounting standard and policy adopted in respect of all the options granted under the Post-IPO Share Option Scheme:

### (a) Equity-settled share-based payment transactions

The Group operates a number of equity-settled, share-based compensation plans, under which the Group receives services from employees or consultants as consideration for equity instruments (options) of the Group. The fair value of the services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

At the end of each reporting period, the Group revises its estimates of the number of shares over which the options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of income, with a corresponding adjustment to equity.

In addition, in some circumstances employees or consultants may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (and share premium).

## REPORT OF THE DIRECTORS

### **(b) Share-based payment transactions among group entities**

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the financial statements of the Company.

The consideration of HK\$1 for acceptance of the options offered shall be paid upon acceptance, which shall be made within 21 business days from the date of the offer. For the share options granted to Ms. LIU Wanting (a Director), senior management and employees on 6 April 2022, the Company has specified certain performance targets which must be satisfied before vesting in the respective grant letter to each individual, which was based on the business plan for that year. Such performance targets varied among each grantee and may include operational, financial, and business targets, as well as individual key performance indicators, depending on the role and position of each individual.

Should all the existing 20,025,000 options granted under the Post-IPO Share Option Scheme as at 31 December 2023 be fully exercised, 20,025,000 shares would be issued. Therefore, the number of shares that may be issued in respect of options granted under the Post-IPO Share Option Scheme as at 31 December 2023 divided by the weighted average number of the shares in issue for the year ended 31 December 2023 (i.e. 744,355,352 shares) is 2.69%.

In respect of the options granted to certain Director, senior management and employee on 6 April 2022 under the Post-IPO Share Option Scheme, there was no clawback mechanism for all grantees. Under the Post-IPO Share Option Scheme, which was adopted before the effective date of the new Chapter 17 of the Listing Rules, there is no provision mandating a performance target or clawback mechanism, as the grant of options is determined based on the contributions of the selected Directors, senior management and employees during the preceding year rather than for the current year. Also, the primary reason for the grants were to recognise the commitment, support and satisfactory performance of the grantees and, in the case of the Director, the leadership, management and strategic business development provided by such Director. Therefore, there is no necessity for additional performance targets and clawback mechanism as the fulfilment of the purpose of the Post-IPO Share Option Scheme could be achieved without such requirements, although the Board may still impose such conditions (including performance targets) as it may think fit for each grant. The Remuneration Committee believed that the options granted aligned the interests of the selected Directors, senior management and employees with those of the Group through the ownership of Shares, dividends and other distributions paid on the Shares and/or the increase in value of the Shares, and to encourage and retain the selected Directors, senior management and employees to make contributions to the long-term growth and profits of the Group. To promote retention, the unvested options shall lapse if the selected respective Directors, senior management and employees cease to be employed by the Group prior to the vesting date in accordance with terms of the Post-IPO Share Option Scheme. The Remuneration Committee was of the view that such an arrangement aligns with the purpose of the scheme.

## REPORT OF THE DIRECTORS

### Principal Terms of Post-IPO Share Option Scheme

The principal terms of the Post-IPO Share Option Scheme are as follows:

#### (a) Purpose of the Post-IPO Share Option Scheme

The purpose of the Post-IPO Share Option Scheme is to provide incentives or rewards to the participants for their contribution to the growth of the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

#### (b) Who may join

The Board shall be entitled but shall not be bound at any time and from time to time within the period of ten years from the date on which the Post-IPO Share Option Scheme becomes effective to make offers to any participant, as the Board may in its absolute discretion select, and subject to such conditions as the Board may think fit, to take up options to subscribe for Shares, being a board lot for dealing in Shares on the Main Board or an integral multiple thereof at a price to be determined by the Board. For the purpose of the Post-IPO Share Option Scheme, options may be granted to any company wholly-owned by a participant. Participant shall mean (i) any employee (whether full time or part time employee, including any executive director but not any non-executive director) of the Group and any invested entity ("**Invested Entity**") i.e. any entity in which the Group holds any equity interest), (ii) any non-executive director (including independent non-executive directors) of the Group or any Invested Entity; (iii) any supplier of goods or services to the Group or any Invested Entity; (iv) any customer, business or joint venture partner, franchisee, contractor, agent or representative of the Group or any Invested Entity; (v) any consultant, adviser, manager, officer or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to the Group or any Invested Entity; and (vi) any direct or indirect shareholder or the Group ("**Participant**").

#### (c) Subscription price for Shares (the basis of determining the exercise price of options granted)

The subscription price for Shares in respect of any options granted under the Post-IPO Share Option Scheme shall be a price determined by the Board, in its absolute discretion, but in any case shall not be less than the higher of:

- (i) the closing price per Share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day;
- (ii) the average closing price per Share as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and
- (iii) the nominal value of a Share on such date of grant,

provided that for the purpose of calculating the subscription price, where the Shares have been listed on the Stock Exchange for less than five trading days, the new issue price shall be used as the closing price for any trading day falling within the period before such listing.

#### (d) Consideration for the option

Upon acceptance of the options, the grantee shall pay HK\$1 to the Company by way of consideration for the grant.

## REPORT OF THE DIRECTORS

**(e) Maximum number of Shares**

The total number of Shares which may be issued upon exercise of all options to be granted under Post-IPO Share Option Scheme and any other Share option schemes of the Group shall not, in aggregate, exceed 10% of the total number of Shares in issue immediately following completion of the global offering (the "**Scheme Mandate Limit**") (i.e. 58,578,100 shares, representing approximately 7.87% of the total number of issued Shares as at the date of this annual report) unless the Company seeks the approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit. The total number of Shares which may be issued upon exercise of all share options granted and to be granted under the Post-IPO Share Option Scheme as at 31 December 2023 is 48,042,900, representing approximately 6.45% of the total number of issued shares of the Company as at the date of this annual report. Options lapsed in accordance with the terms of the Post-IPO Share Option Scheme or any other share option schemes of the Group shall not be counted for the purpose of calculating whether the Scheme Mandate Limit has been exceeded.

**(f) Maximum entitlement of each Participant**

No Participant shall be granted an option if the total number of Shares issued and to be issued upon exercise of the options granted and to be granted (including both exercised and outstanding options) in any 12-month period up to and including the date of the such further grant would exceed the maximum number of shares permissible under the Listing Rules (which is 1% of the Shares in issue) as at the date of such further grant unless such further grant has been approved by the Shareholders in general meeting with the participant and his associates abstaining from voting.

**(g) Exercise of option (the period within which the option may be exercised by the grantee under the Post-IPO Share Option Scheme)**

An option may be exercised in accordance with the terms of the Post-IPO Share Option Scheme at any time during a period as the Board may in its absolute discretion determine which shall not be more than ten years from the date of grant of the option and the Board may at its discretion determine the minimum period for which the option has to be held or restrictions before the exercise of the subscription right attaching to an option.

**(h) The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid**

The consideration of HK\$1 for acceptance of the options offered shall be paid upon acceptance, which shall be made within 21 business days from the date of the offer.

**(i) Duration of the Post-IPO Share Option Scheme**

The Company, by resolution in general meeting, or the Board may at any time terminate the operation of the Post-IPO Share Option Scheme and in such event no further options shall be offered but the provisions of the Post-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of the options (to the extent not already exercised) granted prior to such termination or otherwise as may be required in accordance with the provision of Post-IPO Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Post-IPO Share Option Scheme.

Subject to the aforesaid, the Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing from the Listing Date. The remaining life of the Post-IPO Share Option Scheme as at the date of this report is around 4 months.

**(j) The vesting period of options granted under the Post-IPO Share Option Scheme**

The vesting period of options granted under the Post-IPO Share Option Scheme was two years (50% of the share options vested or to be vested on the first and second anniversary of the grant date, respectively, during the vesting period), subject to the achievement of certain individual performance targets as determined by the chief executive officer of the Company at his sole and absolute discretion within relevant periods.

Further details of the Post-IPO Share Option Scheme are set out in the prospectus of the Company dated 30 June 2014.

## REPORT OF THE DIRECTORS

### MANAGEMENT CONTRACTS

No contracts concerning the management or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

### RETIREMENT SCHEMES

The Group provides a defined contribution retirement scheme under the Mandatory Provident Fund Scheme (the “**MPF Scheme**”) to all employees of the Company’s subsidiaries in Hong Kong. Under the MPF Scheme, the employer and employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a monthly relevant income cap of HK\$30,000.

The employees of the subsidiaries of the Company established in the People’s Republic of China (the “**PRC**”) are members of the retirement schemes operated by the local authorities. The subsidiaries are required to contribute a percentage of their payroll to these schemes to fund the benefits. The only obligation of the Group with respect to these schemes is the required contributions under the schemes.

The Group’s total contributions to these schemes charged to the consolidated statement of income during the year amounted to approximately HK\$4,260,000.

### PUBLIC FLOAT

Based on the information publicly available to the Company and as far as the Directors are aware as at the date of this annual report, at least 25% of the total Shares in issue is held by the public pursuant to the Listing Rules.

### EVENTS AFTER THE REVIEW YEAR

Reference is made to the circular dated 29 November 2023 of the Company in relation to, among other things, the proposed subscription of the HK\$850,000,000 exchangeable bonds (“**Exchangeable Bonds**”) due 2026 which are exchangeable into CAAM Shares under the exchangeable bond subscription agreement dated 27 October 2023 (“**EB Subscription Agreement**”) entered into between ARI and ZF Oriental in respect of the subscription of the Exchangeable Bonds, and the announcement of the Company dated 1 January 2024. All the EB Conditions Precedent have been fulfilled and the EB Closing took place on 1 January 2024 as agreed by Aircraft Recycling International Limited (“**ARI**”) and ZF Oriental 38 Limited (“**ZF Oriental**”, a wholly-owned subsidiary of the Company) in writing. Pursuant to the EB Subscription Agreement, ARI issued and delivered the Exchangeable Bonds to ZF Investment 1 (Cayman) Limited, a company incorporated in the Cayman Islands and a wholly-owned subsidiary of the Company as designated by ZF Oriental.

On 11 March 2024 (after trading hours), two wholly-owned special purpose vehicles of the Company (the Sellers) entered into the Aircraft Sale and Purchase Agreements with an independent third party (the Purchaser) in relation to the sale of two Aircraft. The Transactions are expected to be completed in June 2024. Please refer to the announcement of the Company dated 11 March 2024 for details.

### DEED OF NON-COMPETITION UNDERTAKING

CEL, being a controlling Shareholder, has confirmed to the Company of its compliance with the non-competition undertakings provided to the Company under a deed of non-competition dated 23 June 2014 during the year ended 31 December 2023. The INEDs have reviewed the status of compliance and confirmed that all the undertakings under the deed of non-competition have been complied with by the controlling Shareholder and duly enforced during the year ended 31 December 2023.



## REPORT OF THE DIRECTORS

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the lease income of the Group accounted for 88.2% of the total revenue, and the information of the customers of the lease segment is as follows:

	<b>For the year ended 31 December 2023 Percentage of the total lease income (before business taxes and surcharge) (%)</b>
Top five customers	57%
The largest customer	26%

The Group has no major suppliers due to the nature of its business. During the year, the Group purchased aircraft primarily from the aircraft manufacturers, Airbus and Boeing.

Saved as disclosed above, as far as the Directors are aware, none of the Directors and their associates or the Shareholders holding more than 5% of the Shares in issue had any interest in the five largest customers and suppliers of the Group.

### SIGNIFICANT INVESTMENT

The Group did not have any significant investment which accounted for more than 5% of the Group's total assets as at 31 December 2023.

### MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year of 2023, the Group had no material acquisitions and disposal of subsidiaries, associates and joint ventures.

## REPORT OF THE DIRECTORS

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The Company entered into the following connected transactions and continuing connected transactions, as defined in the Listing Rules, with connected persons of the Company:

#### Connected Transactions

On 27 October 2023, ZF Oriental 38 Limited (“**ZF Oriental**”) as subscriber (a wholly-owned subsidiary of the Company), and Aircraft Recycling International Limited (“**ARI**”) as issuer, entered into the exchangeable bond subscription agreement in respect of the subscription of the Exchangeable Bonds (the “**EB Subscription Agreement**”), pursuant to which ZF Oriental conditionally agreed to subscribe for, and ARI conditionally agreed to issue, the HK\$850,000,000 exchangeable bonds due 2026 (“**Exchangeable Bonds**”) which are exchangeable into the fully-paid ordinary share(s) in the capital of China Aviation Aftermarket Holdings Limited (中飛航空後市場控股有限公司) (“**CAAM**”) (“**CAAM Shares**”). The Exchangeable Bonds will confer the right upon the Bondholders, exercisable in whole or in part at any time during any time following the first anniversary of the Issue Date and up to and including the Maturity Date (“**the Exchange Period**”), to exchange for in aggregate up to 680,000,000 CAAM Shares (representing the total number of issued CAAM Shares) at HK\$1.25 per Exchangeable Share, subject to adjustment pursuant to the terms and conditions of the Exchangeable Bonds. The EB Subscription Agreement and the Fourth ARI Supplemental Agreement are inter-conditional. On 1 January 2024, all the EB Conditions Precedent have been fulfilled and the EB Closing took place on 1 January 2024 as agreed by ARI and ZF Oriental in writing. Pursuant to the EB Subscription Agreement, ARI issued and delivered the Exchangeable Bonds to ZF Investment 1 (Cayman) Limited, a company incorporated in the Cayman Islands and a wholly-owned subsidiary of the Company as designated by ZF Oriental. Please refer to the circular of the Company dated 29 November 2023, and the announcements of the Company dated 27 October 2023, 15 December 2023 and 1 January 2024, respectively for details.

#### Continuing Connected Transactions

**1. Transactions contemplated under the Deposit Services Framework Agreement, the Loan Services Framework Agreement and the Assignment of Finance Lease Receivables Framework Agreement**

On 11 November 2021, the Company and CE Group entered into three framework agreements for a term of three years, commencing from 1 January 2022 to 31 December 2024, which will strengthen and broaden the mutually beneficial business cooperation between the Group and CE Group, and satisfy the Group’s needs for diversified financial services provided by CE Group to facilitate the Group’s business operation and future development:

- (1) The Deposit Services Framework Agreement, pursuant to which CE Group will provide deposit services to the Group through CE Group’s associate, China Everbright Bank Company limited (the “**CE bank**”);
- (2) The Loan Services Framework Agreement, pursuant to which CE Group will provide secured loan services and guarantees to the Group through CE Bank and/or the trustee of a trust plan (the “**Trustee**”); and
- (3) The Assignment of Finance Lease Receivables Framework Agreement, pursuant to which the Group will assign the finance lease receivables to the Trustee.

(collectively, the “**CE Framework Agreements**”)

## REPORT OF THE DIRECTORS

Details of the transactions to be contemplated under the CE Framework Agreements are set out in the Company's announcement dated 11 November 2021 and the Company's circular dated 9 December 2021, which were proposed to and passed by the independent Shareholders by way of ordinary resolutions at the Company's extraordinary general meeting held on 24 December 2021.

The following annual caps are applicable to the above continuing connected transactions and the respective actual amounts of which have not exceeded the annual cap amounts as stated below:

CE Framework Agreements between	Actual Maximum Daily Closing Balance/Total Consideration (HK\$'Million) for the year ended 31 December 2023	Annual Caps (HK\$'Million) for the year ended/ending 31 December		
		2022	2023	2024
Deposit Services Framework Agreement	3,284 (Actual Maximum Daily Closing Balance of Deposits including interests accrued thereon)	9,360	10,920	12,480
Loan Services Framework Agreement	5,606 (Actual Maximum Daily Closing Balance of Loans including loan services (note))	18,214	21,060	24,960
Assignment of Finance Lease Receivables Framework Agreement	Nil (Total Consideration)	7,020	7,020	7,020

Note: Loan services include (i) revolving credit facility and fixed term loan; (ii) guarantees; and (iii) currency swaps, currency forward contracts and interest rate swaps for hedging purpose.

CE Group is the sole shareholder of CE Hong Kong which is the indirect controlling shareholder of CEL. CEL is one of the substantial Shareholders. Accordingly, CE Group is a substantial shareholder of the Company, and thus CE Group and its associates, including CE Bank and the Trustee, are connected persons of the Company. Therefore, the transactions contemplated under the CE Framework Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

## REPORT OF THE DIRECTORS

### 2. *Transactions contemplated under the Shareholders' Loan and Guarantee Agreement*

On 6 April 2016, a Shareholders' Loan and Guarantee Agreement (the "**Shareholders' Loan and Guarantee Agreement**") was entered into amongst Aircraft Recycling International Holdings Limited ("**ARI Holdings**") (a wholly-owned subsidiary of the Company), Sky Cheer International Limited ("**Sky Cheer**"), China Aero Investments Limited ("**China Aero**") (a wholly-owned subsidiary of FPAM) and Neo Modern Limited ("**Neo Modern**") (a wholly-owned subsidiary of CEL) (ARI Holdings, Sky Cheer, China Aero and Neo Modern, collectively the "**ARI Shareholders**"), pursuant to which each ARI Shareholder shall have a right (but not the obligation) to advance a principal amount of the shareholders' loan to Aircraft Recycling International Limited ("**ARI**") pro rata to its shareholding in ARI and to provide guarantee to the lender of the loans granted to ARI from banks, financial or other institutions. The initial term of the Shareholders' Loan and Guarantee Agreement commenced on 6 April 2016, which was supplemental by the first supplemental agreement dated 14 November 2016.

On 15 October 2018, a second supplemental agreement to the Shareholders' Loan and Guarantee Agreement (the "**Second ARI Supplemental Agreement**") was entered into amongst the ARI Shareholders to (a) revise the interest rate of the shareholders' loan from 4% to 3% per annum above the Hong Kong dollar prime lending rate quoted by The Bank of China (Hong Kong) Limited from time to time; (b) revise the guarantee fee from 4% to 3% per annum of the principal amount of the bank loan guaranteed by the guarantor; and (c) renew the annual caps for each of the years ended 31 December 2019, 2020 and 2021 to be HK\$1,300 million respectively.

On 26 January 2021, a third supplemental agreement to the Shareholders' Loan and Guarantee Agreement (the "**Third ARI Supplemental Agreement**") was entered into amongst the ARI Shareholders to extend the term of the Shareholders' Loan and Guarantee Agreement to 31 December 2023 and revise the annual caps for each of the years ended 31 December 2021, 2022 and 2023 to be HK\$1,500 million respectively.

On 27 October 2023, a fourth supplemental agreement to the Shareholders' Loan and Guarantee Agreement (the "**Fourth ARI Supplemental Agreement**") was entered into amongst ARI and the ARI Shareholders (including ARI Holdings) to extend the term of the Shareholders' Loan and Guarantee Agreement to 31 December 2026 and revise the annual caps for each of the years ending 31 December 2024, 2025 and 2026 to be HK\$650 million respectively (the Shareholders' Loan and Guarantee Agreement together with all subsequent supplemental agreements, collectively the "**ARI Agreement**"). As part of the Shareholders' Loan as provided by ARI Holdings and assigned to the Subscriber will be applied to settle the EB Subscription Money of the Exchangeable Bonds in the aggregate principal amount of HK\$850 million pursuant to the EB Subscription Agreement, the Board proposes that the New Annual Cap for the Shareholders' Loan and Guarantee Agreement (as supplemented and amended by the Fourth ARI Supplemental Agreement) for each of the years ending 31 December 2024, 2025 and 2026 be reduced to HK\$650 million. The Fourth ARI Supplemental Agreement was conditional on (i) the approval by the independent shareholders of the Company at its general meeting of the Fourth ARI Supplemental Agreement and the Proposed Shareholders' Loan and Guarantee Transactions (including the New Annual Caps) as required under the Listing Rules having been obtained, and (ii) the EB Subscription Agreement having been entered into and become unconditional. Please refer to the announcement of the Company dated 27 October 2023 for details.

## REPORT OF THE DIRECTORS

On 27 October 2023, ZF Oriental as subscriber (a wholly-owned subsidiary of the Company), and ARI as issuer, entered into the EB Subscription Agreement pursuant to which ZF Oriental conditionally agreed to subscribe for, and ARI conditionally agreed to issue, the Exchangeable Bonds which are exchangeable into CAAM Shares. The Exchangeable Bonds will confer the right upon the Bondholders, exercisable in whole or in part at any time during any time following the first anniversary of the Issue Date and up to and including the Maturity Date, to exchange for in aggregate up to 680,000,000 CAAM Shares (representing the total number of issued CAAM Shares) at HK\$1.25 per Exchangeable Share, subject to adjustment pursuant to the terms and conditions of the Exchangeable Bonds. The EB Subscription Agreement and the Fourth ARI Supplemental Agreement are inter-conditional. On 1 January 2024, all the EB Conditions Precedent have been fulfilled and the EB Closing took place on 1 January 2024 as agreed by ARI and ZF Oriental in writing. Pursuant to the EB Subscription Agreement, ARI issued and delivered the Exchangeable Bonds to ZF Investment 1 (Cayman) Limited, a company incorporated in the Cayman Islands and a wholly-owned subsidiary of the Company as designated by ZF Oriental. Please refer to the circular of the Company dated 29 November 2023, and the announcements of the Company dated 27 October 2023, 15 December 2023 and 1 January 2024, respectively for details.

Details of the transactions contemplated under the Fourth ARI Supplemental Agreement are set out in the Company's announcement dated 27 October 2023 and the Company's circular dated 29 November 2023, which was proposed to and passed by the independent Shareholders by way of an ordinary resolution at the Company's extraordinary general meeting held on 15 December 2023.

The following annual caps are applicable to the above continuing connected transactions and the respective actual amounts of which have not exceeded the annual cap amounts as stated below:

<b>ARI Agreement</b>	<b>Actual Maximum Daily Closing Balance of Loans (including guarantee fees and interests accrued thereon) (HK\$'Million) for the year ended 31 December 2023</b>	<b>Annual Caps (HK\$'Million) for the year ended/ending 31 December 2023      2024</b>	
Third ARI Supplemental Agreement	1,392	1,500	
Fourth ARI Supplemental Agreement			650

As ARI is indirectly held by the Company, FPAM and CEL (both are substantial Shareholders) as to 48%, 18% and 14% respectively and therefore a commonly held entity (has the meaning ascribed to it in Rule 14A.27 of the Listing Rules) of the Company, the transactions contemplated under the ARI Agreement constitute continuing connected transactions of the Company under Rule 14A.26 of the Listing Rules.



## REPORT OF THE DIRECTORS

### Confirmation of Independent Non-Executive Directors

Pursuant to Rule 14A.55 of the Listing Rules, the continuing connected transactions set out above have been reviewed by the INEDs, who confirmed that the aforesaid continuing connected transactions were entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) either on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

### Confirmation of the Auditors

The Company's external auditor, PricewaterhouseCoopers ("PwC"), was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules.

## RELATED PARTY TRANSACTIONS

A summary of all material related party transactions, in accordance with the Hong Kong Financial Reporting Standards, entered into by the Group during the year ended 31 December 2023 is contained in Note 36 to the consolidated financial statements. Those transactions reported in Note 36 fell under the definition of "connected transactions" or "continuing connected transactions" have been disclosed above in the paragraph headed "Connected Transactions and Continuing Connected Transactions".

## AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

As at the date of this annual report, the Company's Audit Committee consisted of Mr. FAN Chun Wah (chairman of the Audit Committee), CHEOK Albert Saychuan and Dr. TSE Hiu Tung, Sheldon, all of them are INEDs. During the year, the Audit Committee has reviewed with the management team and PwC the accounting principles and practices adopted by the Group and discussed matters regarding auditing, internal control, risk management and financial reporting, including the review of the audited financial statements of the Group for the year ended 31 December 2023.

The consolidated financial statements of the Group for the year ended 31 December 2023 have been audited by PwC in accordance with Hong Kong Financial Reporting Standards.

## REPORT OF THE DIRECTORS

### AUDITOR

The financial statements have been audited by PwC who will retire and, being eligible, offer themselves for re-appointment at the 2024 AGM. The proposal of re-appointing PwC as the auditor of the Company will be put forward at the 2024 AGM for consideration and approval.

By order of the Board

**China Aircraft Leasing Group Holdings Limited**

**POON Ho Man**

*Executive Director and Chief Executive Officer*

Hong Kong, 19 March 2024

## CORPORATE GOVERNANCE REPORT

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to present this Corporate Governance Report in the annual report for the year ended 31 December 2023 of the Company and its subsidiaries (the “**Group**”).

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board is committed to attaining and maintaining high standards of corporate governance and it applies corporate governance practices appropriate to the conduct and growth of business of the Group that emphasise a quality board, accountability to all stakeholders, open communication and fair disclosure. It is the firm belief of the Company that a good and solid corporate governance framework is essential to the successful growth of the Company and the enhancement of shareholder value. The Board believes that good corporate governance standards are essential in providing a framework for the Company to formulate its business strategies and policies, and to enhance its transparency, accountability and shareholder value.

The Company has adopted the principles as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as its corporate governance practices.

The Company has complied with all applicable Code Provisions as set out in the CG Code during the year ended 31 December 2023.

In respect of Environmental, Social and Governance (the “**ESG**”) aspect, the Company’s first ESG report for the year of 2014 was published in 2015. The 2023 ESG report is the 10th report the Company will produce focusing on its ESG efforts.

The 2023 ESG report, setting out the Group’s ESG performance, will be available at the Company’s website ([www.calc.com.hk](http://www.calc.com.hk)). The Group has applied the principles and complied with all applicable requirements and provisions of the Environmental, Social and Governance Reporting Guide set out in Appendix C2 of the Listing Rules in preparation of its 2023 ESG report.

The Group is committed to invest in time and resources in environmental, social and governance aspects for sustainable business growth and development. Our ESG Policy defines our long-term approach to specific issues in two main areas: Environmental and Social. Within each area, core principles and objectives were set out to provide guidance to the Company’s daily operations. Please refer to the 2023 ESG report of the Company for details.

The Company will continue to enhance its corporate governance practices as appropriate to the conduct and growth of its business and to review and evaluate such practices from time to time to ensure that it complies with the CG Code and aligns with the latest developments.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group complies with all applicable laws and regulations in the respective jurisdictions of the businesses and operations which has a significant impact on the Company.

CORPORATE GOVERNANCE REPORT

**PURPOSE, VALUES, STRATEGY AND CULTURE**

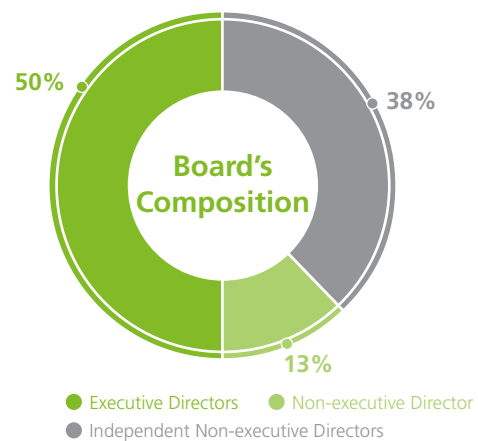
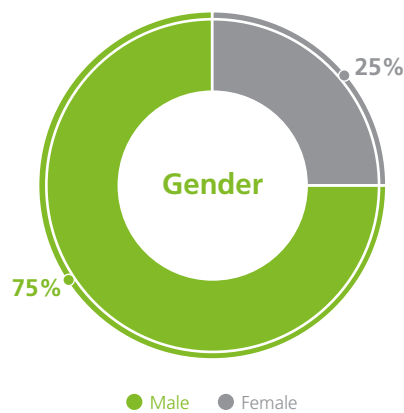
The Company is proud to strive for a better aviation industry and a greener future as we lay the foundations of our business strategy with long-term sustainability and value creation. The core principle and mission of the Company is to become a global leading full value-chain aircraft solutions provider, delivering innovation, value, and exceptional green fleet service to our partners worldwide. We are committed to fostering the professional growth and personal development of our employees, recognizing this as the cornerstone of our success. In partnership with our stakeholders, we strive to create mutual value and success, underpinned by a spirit of collaboration. To deliver our objectives, our focus remains steadfast on generating consistent and sustainable returns for our shareholders, while advocating for environmental stewardship and minimizing our ecological impact. Furthermore, we are dedicated to making a positive societal impact, contributing to the communities in which we operate.

**THE BOARD**

**Composition of the Board**

*(as at the date of this annual report (i.e. 19 March 2024))*

EXECUTIVE DIRECTORS	NON-EXECUTIVE DIRECTOR	INDEPENDENT NON-EXECUTIVE DIRECTORS
Mr. ZHANG Mingao <i>(Chairman of the Board)</i> Mr. POON Ho Man <i>(Chief Executive Officer)</i> Ms. LIU Wanting <i>(President and Chief Commercial Officer)</i> Mr. LI Guohui <i>(Chief Financial Officer and Chief Strategy Officer)</i>	Ms. WANG Yun	Mr. CHEOK Albert Saychuan Dr. TSE Hiu Tung, Sheldon Mr. FAN Chun Wah, Andrew, <i>J.P.</i>



Throughout the year, the Board has complied with the Listing Rules to have at least three independent non-executive Directors (the “INEDs”) and who represent one-third of the Board and with at least one of whom holds appropriate professional qualifications and accounting or related financial management expertise.

The Board received from each INED a written annual confirmation of their independence satisfied with guidelines set out in Rule 3.13 of the Listing Rules, and the Nomination Committee assessed the independence of each INED during the year. Each INED will inform the Company in writing as soon as practicable if there is any change of circumstances which may affect his independence.

## CORPORATE GOVERNANCE REPORT

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

After annual assessment by the Nomination Committee during the year, the Board considers the current structure, size and composition of the Board is performing a balanced and independent monitoring function on management practices to complement the Company's corporate strategy. The profile of Directors is set out in the "Profile of the Directors and Senior Management" on pages 81 to 85 of this annual report.

### Changes in Composition of the Board and Board Committees

From 1 January 2023 to the date of this annual report (i.e. 19 March 2024), the changes in composition of the Board and Board Committees are listed below:

Director	Change
FAN Chun Wah, Andrew	– appointed as an Independent Non-executive Director of the Company with effect from 14 March 2023. He has been also appointed as the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee with effect from 16 May 2023. He has obtained legal advice referred to in Rule 3.09D of the Listing Rules and he has confirmed that he understood his obligation as a Director on 16 March 2023
FAN Yan Hok, Philip	– retired as an Independent Non-executive Director of the Company, and accordingly the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from the conclusion of the 2023 annual general meeting of the Company held on 16 May 2023
TSE Hiu Tung, Sheldon	– re-designated from a member of the Remuneration Committee to the chairman of the Remuneration Committee with effect from 16 May 2023
CHEOK Albert Saychuan	– re-designated from the chairman of the Audit Committee to a member of the Audit Committee with effect from 16 May 2023
WANG Hongyang	– resigned as a Non-executive Director, a member of each of the Remuneration Committee and the Sustainability Steering Committee on Environmental, Social and Governance Issues and the chairman of the Strategy Committee of the Company with effect from 11 July 2023

## CORPORATE GOVERNANCE REPORT

Director	Change
WANG Yun	<ul style="list-style-type: none"> <li>- appointed as a Non-executive Director and a member of each of the Remuneration Committee and the Sustainability Steering Committee on Environmental, Social and Governance Issues and the chairman of Strategy Committee and with effect from 11 July 2023. She has obtained legal advice referred to in Rule 3.09D of the Listing Rules and she has confirmed that she understood his obligation as a Director on 20 July 2023. Ms. Wang was appointed for an initial term from 11 July 2023 up to the date of the first annual general meeting of the Company after appointment and her directorship is subject to retirement by rotation and reelection at annual general meetings in accordance with the articles of association of the Company and the Listing Rules</li> </ul>
LIU Wanting	<ul style="list-style-type: none"> <li>- Ms. LIU will be subject to retirement by rotation at the 2024 AGM and will not offer herself for re-election. Upon conclusion of the 2024 AGM, Ms. LIU will cease to be a Director of the Company. She will continue to serve as the President, Chief Commercial Officer, and member of each of the Strategy Committee and the Sustainability Steering Committee on Environmental, Social and Governance Issues of the Company</li> </ul>
LI Guohui	<ul style="list-style-type: none"> <li>- appointed as an Executive Director with effect from 19 March 2024. He has obtained legal advice referred to in Rule 3.09D of the Listing Rules and he has confirmed that he understood his obligation as a Director on 27 March 2023. Mr. LI was appointed for an initial term from 19 March 2024 up to the date of the first annual general meeting of the Company after appointment, subject to the arrangements of retirement and re-election at the annual general meeting of the Company in accordance with the Articles and the Listing Rules</li> </ul>

Save as disclosed above, there were no other changes to the composition of the Board and Board Committees during the year ended 31 December 2023 and up to the date of this annual report (i.e. 19 March 2024).



## CORPORATE GOVERNANCE REPORT

### Roles of the Board

The executive Board is responsible for setting up the Company's corporate strategy, monitoring its implementation and reviewing operational and financial performance of the Group by making decisions in major aspects of the Company's matters, including but not limited to approving and monitoring key policies, material transactions, business plans, annual budgets, internal control and risk management systems, annual and interim results, major capital expenditure, appointment of Directors and oversight of the Company's ESG strategy and reporting.

The non-executive Board (including majority members are INEDs) has diversified industry expertise and professional knowledge, and provides advisory, adequate check and balances for effective and constructive contribution to the executive Board to safeguard interests of the Shareholders and the Company as a whole.

Implementation of the corporate strategies of the Group is delegated to the Strategy Committee while day-to-day operational management and administration functions of the Group are delegated to the management team of the Group (the "**Management Team**").

### Corporate Governance Functions

The Board is responsible for performing the corporate governance duties set out in provision A.2.1 of the CG Code, and in this regard the duties of the Board shall include:

1. to develop and review the Company's corporate governance policies and practices on corporate governance and make recommendation to the Board;
2. to review, and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the compliance of the Model Code by the Directors and the employees of the Company; and
5. to review the Company's compliance with Appendix C1 of the Listing Rules and disclosure in this Corporate Governance Report.

During the year under review, the Board reviewed the Company's compliance with the CG Code and the applicable statutory and regulatory requirements.

The Group has complied with all major aspects of laws and regulations that are significant to its business operations, and there were no threatened or concluded cases of material nature in connection with legal compliance during the year.

## CORPORATE GOVERNANCE REPORT

**Appointment, Re-election, Rotation and Removal of Directors**

The Company has established formal, considered and transparent procedures for appointment, re-election, rotation and removal of Directors. The Nomination Committee is responsible for considering the suitability of individual to act as a Director and making recommendations to the Board on appointment or re-election of retiring Directors, succession planning of Directors and assessing the independence of the INEDs. The key matters addressed by the Nomination Committee during the year are set out below under sub-section headed "Nomination Committee".

All non-executive Directors (the "**NEDs**") (including INEDs) entered into service contracts with the Company with specific term of office. However, each of their term of office is the period up to his retirement by rotation or retirement, but eligible for re-election at annual general meetings of the Company in accordance with the Company's amended and restated articles of association (the "**Articles of Association**").

Pursuant to the article 16.3 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Pursuant to the Article 16.2 of the Articles of Association, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall be eligible for re-election.

Also, pursuant to the Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director whose office shall expire at any such annual general meeting because he has been appointed pursuant to Article 16.2 of the Articles of Association shall not be taken into account in determining the number of Directors, or which Directors, are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

Accordingly, four Directors shall retire by rotation and except for Ms. LIU Wanting who is subject to retire by rotation but will not offer herself for re-election, all of them, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company (i.e. the 2024 AGM). Details of the retirement by rotation were set out in the section headed "Directors" in the Report of the Directors on page 33 and page 34 of this annual report.

**Board Meetings and General Meetings**

The annual general meeting and an extraordinary general meeting were held during the year. The attendances of each Director at the Board and general meetings during the year are set out below under section headed "Board, Board Committees and General Meetings Attendance".

## CORPORATE GOVERNANCE REPORT

Annual schedule of Board meetings and draft agenda of each meeting are made available to the Directors sufficient time in advance to encourage the Directors' involvement. Notice of Board meetings at least 14 days has been given and Board papers are sent at least 3 days before the Board meetings. All Directors have full and timely access to the Management Team for any information to enable them to make informed decisions at the Board meetings, as well as the company secretary of the Company who ensures that the regulatory Board procedures are followed. Members of the Management Team are usually invited to attend the Board meetings to promote an effective communication within the Group. Each Director is authorised to hire external consultants or experts for independent professional advice at the Company's expenses to discharge the responsibilities of Directors and Board committee members, if applicable.

INEDs had attended a meeting independently held with Chairman of the Board, on direction of the Group's strategy and policies during the year.

### Directors' Liability Insurance

The Company has arranged appropriate liabilities insurance to indemnify the Directors and officers from any liabilities arising from the business of the Group.

### Induction and Continuing Development of Directors

Each newly-appointed Director was provided with a comprehensive, formal and tailored induction to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under the Listing Rules and any other regulatory requirements. From time to time, the Company Secretary also provides the Directors with updates on the latest development and changes in the Listing Rules and other relevant legal and regulatory requirements.

The Company encourages all Directors to participate in continuous professional development to further enhance and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. The Company received from the Directors the following records of the training attended during the year, which is relevant to the Company's business or Directors' duties and responsibilities:

Directors	Nature of Trainings	
	Type 1	Type 2
<b>Executive Directors</b>		
ZHANG Mingao	✓	
POON Ho Man	✓	✓
LIU Wanting	✓	✓
LI Guohui (appointed on 19 March 2024)	✓	✓
<b>Non-executive Directors</b>		
WANG Yun (appointed on 11 July 2023)	✓	✓
WANG Hongyang (resigned on 11 July 2023)	✓	
<b>Independent Non-executive Directors</b>		
CHEOK Albert Saychuan	✓	✓
TSE Hiu Tung, Sheldon	✓	✓
FAN Chun Wah, Andrew	✓	✓
FAN Yan Hok, Philip (retired on 16 May 2023)	✓	

Type of trainings:

1. Reading materials.
2. Attending or giving speech at seminars or training sessions/press conference, and accessing to web-based e-learning courses launched by the Stock Exchange for directors of listed companies.

## CORPORATE GOVERNANCE REPORT

### BOARD INDEPENDENCE MECHANISM

The Company acknowledges that Board independence is critical to good corporate governance. To ensure independent views and input are available to the Board, the Company has put in place the following mechanisms in the Company's corporate governance framework:

#### (1) RECRUITMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Nomination Committee shall be responsible for making recommendations to the Board in respect of the appointment of an Independent Non-executive Director in accordance with the Company's nomination policy and the terms of reference of the Nomination Committee.

#### (2) NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND THEIR TIME CONTRIBUTION

The Company shall include at least three Independent Non-executive Directors and maintain the proportion of the Independent Non-executive Directors to at least one-third of the Board in line with the requirements of Listing Rules. Further, if the proposed Independent Non-executive Director candidate will be holding his/her seventh (or more) listed company directorship, the Board would look into the reasons provided by the recruitment agencies or the referring party and be convinced that such candidate would be able to devote sufficient time to the Board before proposing him/her to be elected as an Independent Non-executive Director at the general meeting.

It is the Company's expectation that all Independent Non-executive Directors should attend the annual general meeting, all meetings of the Board and any Board committees on which he or she sits and should only miss meetings in exceptional circumstances with reasons being provided and documented.

#### (3) ASSESSMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS' CONTRIBUTION

The review of performance and contribution of each Independent Non-executive Director will be carried out by the Nomination Committee. In conducting the evaluation, the Nomination Committee may take into account the views of other Directors and engage independent adviser(s) to assist the evaluation process if the Nomination Committee considers necessary.

#### (4) AVAILABILITY OF RESOURCES AND INDEPENDENT ADVICE

To enable all Directors can discharge their duties effectively, each Director shall have the access to the information, personnel and independent advices. Further, all standing committees set up by the Company is authorized by the Board to obtain external professional advice including but not limited to legal advice and to invite the attendance of external parties with relevant expertise and experience, should such committee considers necessary.

The implementation and effectiveness of the relevant measures and mechanisms are reviewed by the Board on an annual basis. The Board considers that the above mechanisms are effective in ensuring that independent views and input are provided to the Board.

## CORPORATE GOVERNANCE REPORT

### Chairman and Chief Executive Officer

During the year, the roles of the Chairman of the Board and the Chief Executive Officer (the “**CEO**”) were separately performed by different individuals. The respective responsibilities of the Chairman of the Board and CEO are set out in the Company’s delegation policy which has been approved by the Board.

Mr. ZHANG Mingao, the Chairman of the Board, is focusing on determination of strategy, direction and goal of the Group and he is also responsible for leading the Board to effective management of the Company by, among others, ensuring good corporate governance practices and procedures, encouraging the Directors to make full and active contribution to the affairs of the Board, developing a culture of openness and debate among the Directors and so the Board decisions fairly reflect consensus, drawing up and approving the Board meetings agenda, and chairing the Board meetings.

Mr. POON Ho Man, the CEO, within the powers delegated by the Board from time to time, is responsible for day-to-day management of the Company and to implement strategies and major policies decided by the Board with support of another Executive Directors and the Management Team.

## CORPORATE GOVERNANCE POLICIES

### Board Diversity Policy

The Company has adopted a policy on diversity of the Board members (the “**Diversity Policy**”) since August 2014, which sets out the approach by the Company to achieve diversity on the Board.

Under the Diversity Policy, the Company recognizes the importance and the benefits of having a diverse Board that fits its own business model and specific needs in order to achieve its corporate goals and strategies. These benefits include (i) ensuring that a range of different perspectives can be brought to the table when reviewing and considering issues within the Board; (ii) enabling the Company to connect effectively with its stakeholders as appropriate; and (iii) supporting the Company’s commitment to improve its corporate governance practices.

With a view to achieving sustainable and balanced development, the Company also sees diversity at the Board level as an essential element in maintaining a competitive advantage. In determining the optimum composition of the Board, the Company will consider a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skill, knowledge and length of service to allow for the Company’s business model and specific needs. The ultimate decision will be based on merit and the contribution the selected candidates may bring to the Board, having regard for the benefits of diversity on the Board.

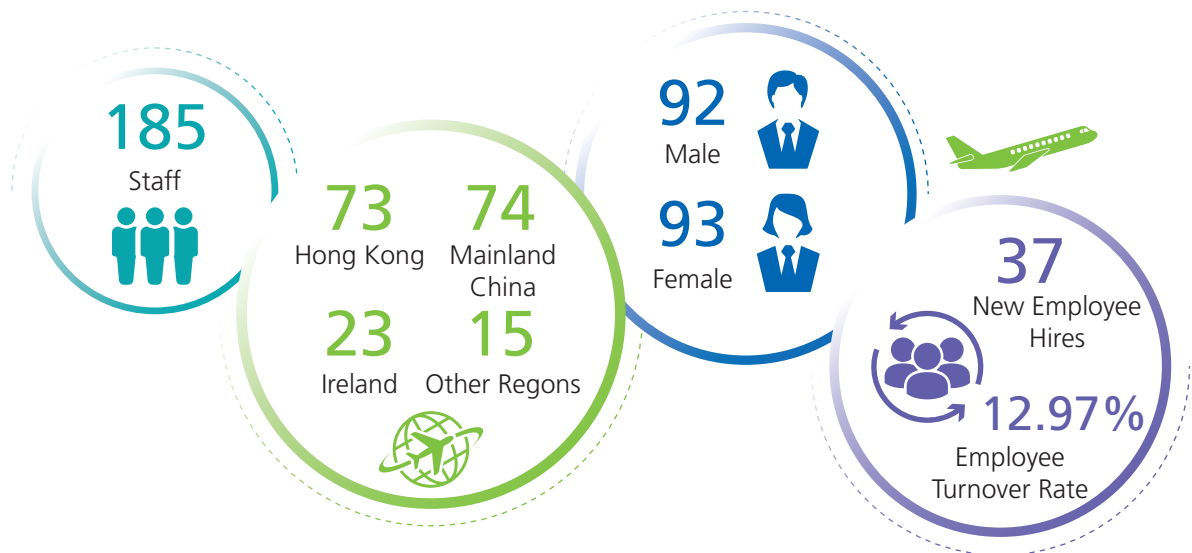
The nomination committee of the Company (the “**Nomination Committee**”) will review the implementation and effectiveness of the Group’s diversity policy annually, as appropriate, to ensure the effectiveness of the diversity policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

### Board and Workforce Diversity

The Board comprises six male members (representing 75% of the Board) and two female members (representing 25% of the Board). Other than Ms. LIU Wanting, the Board has appointed one additional female director Ms. WANG Yun on 11 July 2023 and the total number of female directors increased to two.

## CORPORATE GOVERNANCE REPORT

As at 31 December 2023, there were 185 staff (including senior management) in our Hong Kong headquarters, offices in Mainland China, Ireland, France, Singapore and Malaysia, and among the 185 staff of the Group, the male to female ratio was 0.99:1. The Group places a high emphasis on a diverse and inclusive culture, providing opportunities for female talents to achieve their potential in the workplace. The Group has a total of 8 women to executive or departmental leadership positions (including Executive Director, President and Chief Commercial Officer of the Group), accounting for 34.78% of all executive or departmental leaders, promoting diversity in leadership. The Company will continue to strive to maintain a gender balanced workforce. With the purpose of promoting equality of opportunities and foster an inclusive work environment, we established an Equal Opportunities and Anti-Discrimination Policy. Employees who encounter any discrimination, harassment or vilification can raise concerns directly and immediately to their department head or Human Resources Department.



To further enhance Board diversity while maintaining an appropriate balance between continuity of experience and Board refreshment, the Company has set out the principles and a non-exhaustive list of criteria for the Nomination Committee to assess suitability of candidates for directorship in the Board Diversity Policy and the Nomination Policy. The Nomination Committee annually reviews and reports to the Board on the following:

- The structure, size and composition of the Board; and
- The diversity of background (including, but not limited to, gender, age, cultural and educational background, or professional experience), experience, skills and length of service with the Board and the opportunity to make further improvement or make progress. Please see below “Nomination Policy” for details of the measures the Company has adopted to develop a pipeline of potential successors to the Board to achieve diversity.

Ms. LIU Wanting, an executive Director, will be subject to retirement by rotation at the 2024 AGM and will not offer herself for re-election. Upon conclusion of the 2024 AGM, Ms. LIU will cease to be a Director and the total number of female directors of the Company will be reduced to one. The Company aims to maintaining a diverse Board with female representation either having two female directors or at 25% or above at all times. The Company expects the above is achievable with suitable effort in promoting gender diversity via different channels such as by engaging human resources agencies to identify potential successors for the Board. The Board will continue to seek opportunities to increase the proportion of female members over time as and when suitable candidates are identified.



## CORPORATE GOVERNANCE REPORT

### Nomination Policy

The Company has adopted a policy on nomination of the potential candidates for the Board members and the CEO since December 2018, which set out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the directors, and ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Company's business.

Under the policy, the Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria including but not limited to:

- (a) Diversity in aspects including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
- (b) Commitment for responsibilities of the Board in respect of available time and relevant interest, for instance, if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, whether such individual would still be able to devote sufficient time to the Board;
- (c) Qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in;
- (d) Independence;
- (e) Reputation for integrity;
- (f) Compliance with legal and regulatory requirements;
- (g) Potential contributions that the individual(s) can bring to the Board; and
- (h) Plan(s) in place for the orderly succession of the Board.

The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment by giving due consideration to the criteria including but not limited to:

- (a) The overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings where applicable, in addition to the level of participation and performance on the Board and/or its committees; and
- (b) whether the retiring Director(s) continue(s) to satisfy the Criteria.

The Nomination Committee will evaluate and recommend candidate(s) for the position(s) of the independent non-executive directors of the Company by giving due consideration to the factors including but not limited to those set out in Rules 3.10(2), 3.13, paragraphs B.2.3, B.2.4 and B.3.4 of Part 2 of the Corporate Governance Code in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, subject to any amendments as may be made from time to time, in addition to the Criteria.

## CORPORATE GOVERNANCE REPORT

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from shareholders of the Company with due consideration given to the Criteria;
- (c) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- (d) The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
- (e) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment to fill a casual vacancy or for proposing such candidate to stand for election at a general meeting;
- (f) The Nomination Committee will provide the relevant information of the selected candidate to the remuneration committee of the Company (the "**Remuneration Committee**") for consideration of remuneration package of such selected candidate;
- (g) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive director is considered, the Remuneration Committee will make the recommendation to the Board on the proposed remuneration package; and
- (h) The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be.

### Anti-Bribery and Corruption Policy

The Company has its code of conduct with the updated anti-bribery and corruption policy according to the CG Code Provision D.2.7, that is provided to all employees, and all employees are required to review the code of conduct, and affirm their compliance with it. Regular training in compliance and ethical standards is provided to all employees.

## CORPORATE GOVERNANCE REPORT

### Whistleblowing Policy

The Company has adopted a whistleblowing policy and amended from time to time according to the CG Code Provision D.2.6 (the “**Policy**”). It aims to be enacted to encourage the employees or the related stakeholders to provide feedback or report serious concerns related to any suspected misconduct, malpractice or irregularity within the Group; including those that have been occurred or were under suspicion of having been committed or being about to be committed, in order to maintain good corporate governance, accountability and transparency of the Group. The Policy is designed to provide the employees or the related stakeholders with the confidential whistleblowing channel to report to the Group and the Audit Committee the actual or suspected illegal activities and misconducts in corporate financial reporting, internal control or other areas in which the Group’s attention should be drawn and investigation should be initiated.

### REMUNERATION OF DIRECTORS

The remuneration of the Directors and senior management is determined with reference to the performance and responsibilities of the individual, the performance of the Group, prevailing market conditions and remuneration benchmarks from comparable companies. Directors and employees also participate in bonus arrangements based on the performance of the Group and the individual. Pursuant to the terms of reference of the Remuneration Committee of the Company, as for the remuneration of Independent Non-executive Directors, such recommendation shall not include any equity-based remuneration (e.g. share options or grants) with performance related elements which may lead to bias in their decision-making and compromise their objectivity and independence.

The remuneration paid to and/or entitled by each of the Directors for the year ended 31 December 2023 is set out in Note 35(a) to the consolidated financial statements.

### REMUNERATION OF SENIOR MANAGEMENT

For the year ended 31 December 2023, the remuneration payable to the members of senior management whose profiles are included in Profile of the Directors and Senior Management sections of this annual report fell within the following bands:

Remuneration Bands	Number of Individuals
HK\$5,000,001 – 5,500,000	2
HK\$5,500,001 – 6,000,000	1
HK\$6,000,001 – 6,500,000	–
HK\$6,500,001 – 7,000,000	1

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as the code of conduct regarding securities transactions by its Directors. Following specific enquiry by the Company, all Directors have confirmed that they have complied with the required standard as set out in the Model Code throughout the year.

## CORPORATE GOVERNANCE REPORT

**BOARD COMMITTEES**

The Company established three Board committees under the Listing Rules in September 2013, namely Audit Committee, Remuneration Committee and Nomination Committee, all chaired by an Independent Non-executive Director to oversee their respective functions and to report to the Board on their decisions or recommendations by circulating the minutes of the committee meetings to all Board members. Each committee or committee member is authorised to hire outside consultants or experts for independent professional advice at the Company's expenses to discharge their responsibilities. As at the date of this annual report (i.e. 19 March 2024), the composition of such Board Committees set up under the Listing Rules is set out below:

<b>Audit Committee</b>	<b>Remuneration Committee</b>	<b>Nomination Committee</b>
Chairman: FAN Chun Wah, Andrew (Independent Non-executive Director)	Chairman: TSE Hiu Tung, Sheldon (Independent Non-executive Director)	Chairman: CHEOK Albert Saychuan (Independent Non-executive Director)
Members: CHEOK Albert Saychuan (Independent Non-executive Director) TSE Hiu Tung, Sheldon (Independent Non-executive Director)	WANG Yun (Non-executive Director) POON Ho Man (Executive Director) CHEOK Albert Saychuan (Independent Non-executive Director) FAN Chun Wah, Andrew (Independent Non-executive Director)	TSE Hiu Tung, Sheldon (Independent Non-executive Director) FAN Chun Wah, Andrew (Independent Non-executive Director)

**Audit Committee**

The Audit Committee was established by the Board in September 2013 with written terms of reference which aligned with Rule 3.21 of the Listing Rules and Code Provision D.3 of part 2 the CG Code, and have been posted on the websites of both Hong Kong Exchanges and Clearing Limited ("HKEX") and the Company.

As at the date of this annual report, the Audit Committee consisted of Mr. FAN Chun Wah, Andrew (chairman), Mr. CHEOK Albert Saychuan and Dr. TSE Hiu Tung, Sheldon, all of them are Independent Non-executive Directors. The chairman of the Audit Committee holds appropriate professional qualifications or expertise in accounting or relevant financial management.

The primary roles and function of the Audit Committee include considering and making recommendation to the Board on the appointment, re-appointment and removal of external auditors, reviewing and supervising the Group's financial reporting process, internal audit function, internal control and risk management systems, and providing advices and comments to the Board.

During the year under review, Audit Committee held three meetings. The attendances of each Audit Committee member during the year are set out below under section headed "Board, Board Committees and General Meetings Attendance".

## CORPORATE GOVERNANCE REPORT

During the year, the Audit Committee had reviewed with the Management Team and the external auditor of the Company, PricewaterhouseCoopers (“PwC”), the accounting principles and practices adopted by the Group and discussed matters regarding auditing, internal control, risk management and financial reporting including the following:

- the review of the unaudited consolidated financial statements of the Group for the six months ended 30 June 2023, which have been reviewed by PwC in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants; and the audited consolidated financial statements of the Group for the year ended 31 December 2022;
- the discussion with PwC on the nature and scope of the audit and reporting obligations before commencement of audit;
- the recommendation to the Board for the proposal for re-appointment of PwC and approval of the remuneration and terms of engagement of PwC; and
- the review of the Company’s financial control, internal control and risk management systems, and the effectiveness of the internal audit function.

### Remuneration Committee

The Remuneration Committee was established by the Board in September 2013 with written terms of reference which aligned with Rule 3.25 of the Listing Rules and Code Provision E.1 of part 2 of the CG Code, and have been posted on the websites of both HKEX and the Company.

As at the date of this annual report, the Remuneration Committee consisted of 5 members: (1) Dr. TSE Hiu Tung, Sheldon (chairman), Mr. CHEOK Albert Saychuan and Mr. FAN Chun Wah, Andrew, all of them are Independent Non-executive Directors; (2) Mr. WANG Yun, a Non-executive Director; and (3) Mr. POON Ho Man, an Executive Director.

The primary roles and function of the Remuneration Committee include regular monitoring of the remuneration policy for all Directors and senior management to ensure that levels of their remuneration and compensation are appropriate.

During the year, the Remuneration Committee held a meeting and passed two written resolutions. The attendances of each Remuneration Committee member during the year are set out below under section headed “Board, Board Committees and General Meetings Attendance”.

A summary of work done by the Remuneration Committee during the year include, among other things:

- reviewed the proposed updates to its terms of reference by adding the new code provision of the CG Code in relation to the responsibility for reviewing and/or approving matters relating to the share schemes under Chapter 17 of the Listing Rules and recommended the same to the Board for approval;
- determining the policy for the remuneration of executive directors, assessed performance of executive directors, approving the terms of executive directors’ service contracts and reviewing and/or approving matters related to the Post-IPO Share Option Scheme;
- made recommendation to the Board the remuneration and other benefits paid by the Company to the Directors and senior management. No Director nor any of his/her associates is involved in deciding his/her own remuneration; and
- made recommendation to the Board the remuneration of the newly appointed Directors.

## CORPORATE GOVERNANCE REPORT

For the remuneration of the Executive Directors, the Remuneration Committee adopted the model described in Code Provision E.1.2(c)(ii) of the CG Code.

The Remuneration Committee has reviewed the options granted to certain Director, senior management and employee on 6 April 2022 under the Post-IPO Share Option Scheme and believed that the options granted aligned the interests of the selected Directors, senior management and employees with those of the Group through the ownership of Shares, dividends and other distributions paid on the Shares and/or the increase in value of the Shares, and to encourage and retain the selected Directors, senior management and employees to make contributions to the long-term growth and profits of the Group. To promote retention, the unvested options shall lapse if the selected respective Directors, senior management and employees cease to be employed by the Group prior to the vesting date in accordance with terms of the Post-IPO Share Option Scheme. The Remuneration Committee was of the view that such an arrangement aligns with the purpose of the scheme.

### Nomination Committee

The Nomination Committee was established by the Board in September 2013 with written terms of reference which aligned with Code Provision B.3 of part 2 of the CG Code and have been posted on the websites of both HKEX and the Company.

As at the date of this annual report, the Nomination Committee consisted of Mr. CHEOK Albert Saychuan (chairman), Dr. TSE Hiu Tung, Sheldon and Mr. FAN Chun Wah, Andrew, all of them are Independent Non-executive Directors.

The primary roles and function of the Nomination Committee include selecting and recommending candidates for directorship, reviewing the performance, structure, size and composition of the Board and assessment of the independence of Independent Non-executive Directors. The recommendations of the Nomination Committee are then put forward for consideration and adoption, where appropriate, by the Board.

During the year, the Nomination Committee held two meetings. The attendances of each Nomination Committee member during the year are set out below under section headed "Board, Board Committees and General Meetings Attendance".

A summary of work done by the Nomination Committee during the year include, among other things:

- reviewed the structure, size and composition of the Board in accordance with the Listing Rules,
- reviewed the Board diversity policy covering the performance, structure, size and composition of the Board, assessed the independence of Independent Non-executive Director; and
- identified individuals suitably qualified to become Board members and select and made recommendation to the Board on the appointment of new Directors and the re-election of retiring Directors.

For details of the nomination policy adopted by the nomination committee in selecting and recommending candidates for directorship during the year, see "Nomination Policy" on page 64 and page 65 of this annual report.



## CORPORATE GOVERNANCE REPORT

### EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

PwC, the external auditor of the Company, had given to the Company a written confirmation of its independence and objectivity as required by the Hong Kong Institute of Certified Public Accountants before the conduct of the annual audit for the year ended 31 December 2023.

During the year, PwC provided both audit and non-audit services to the Company for a total remuneration of approximately HK\$6.897 million. The relevant fee paid or payable for audit services amounted to approximately HK\$4.741 million and the balancing of the remuneration related to the non-audit services (which involves capital market transactions) of approximately HK\$2.156 million. The Audit Committee has considered the performance and independence of the independent auditor of the Company. The Audit Committee concludes that the independence of the independent auditor of the Company has not been compromised by the non-audit services performed for the Group.

The Board and the Audit Committee satisfied PwC of their findings, independence, objectivity and effectiveness in the annual audit and their audit fees. PwC is proposed for re-appointment as the Company's external auditor at the forthcoming annual general meeting of the Company.

### DIRECTORS' AND AUDITOR'S RESPONSIBILITY OF FINANCIAL REPORTING

The Directors acknowledged their responsibilities for preparing the consolidated financial statements of the Company for the year ended 31 December 2023 to give true and fair presentation of the financial position of the Company in accordance with all applicable Hong Kong Financial Reporting Standards and for timely financial disclosures under the Listing Rules and any other regulatory requirements.

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.

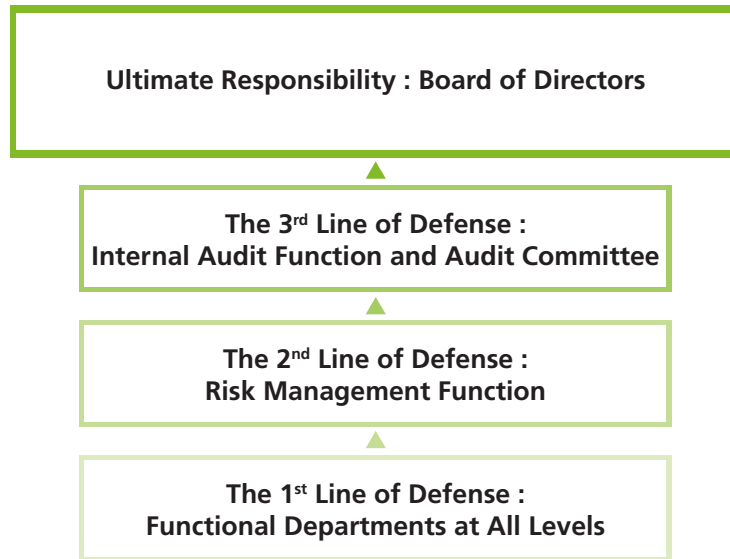
The statements as to the auditor's responsibility of financial reporting is set out in the Independent Auditor's Report on pages 86 to 93 of this annual report.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for overseeing risks that the Company faces, determining the risk appetite of the Company, and proactively considering, analysing and formulating strategies to manage the Company's significant risks to acceptable levels. The risks mentioned above also include, but are not limited to, significant risks relating to the environment, social and governance aspects of the Company.

CORPORATE GOVERNANCE REPORT

Under the supervision and guidance of the Board, the Company has adopted a risk management and internal control structure, referred to as the “Three Lines Model”, to ensure the effectiveness of its risk management and internal control systems.



**The First Line – Operation and Management (Execution Level)**

Our First Line is mainly comprised of business and functional departments at all levels, who are responsible for the day-to-day operation and management. They are responsible for designing and implementing controls to address the risks.

**The Second Line – Risk Management Function (Management Level)**

The second line of defense consists of risk management function, responsible for organizing, promoting and coordinating the risk management, and monitoring the Group’s major and potential risks.

**The Third Line – Supervision Level**

Third line of defense consists of the Group’s internal audit function, responsible for risk management supervision and inspection, internal assurance activities, assessment of internal risk management and monitoring.

The Board, through efforts of the Audit Committee, oversees the Group’s risk management and internal control systems on an ongoing basis and has conducted an annual review of the effectiveness of the Group’s risk management and internal control systems for the year ended 31 December 2023 covering aspects of the Group’s financial, operational, compliance controls and risk management functions. The Board has considered that the Group’s risk management and internal control systems are effective and adequate.

## CORPORATE GOVERNANCE REPORT

Through the Audit Committee, the Board has annually reviewed the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit and financial reporting functions, and considered that the above are adequate.

Detailed control guidelines have been set and made available to all employees of the Group about the handling and dissemination of inside information under the Inside Information Provisions (as defined under the Listing Rules).

A comprehensive analysis of the risks affecting the businesses of the Company and the associated mitigation measures is set out in the Risk Management Report on pages 76 to 80 of this annual report.

### Climate Risks Management

The Group's Sustainability Steering Committee ("**SSC**") oversees the Company's ESG and climate-related matters, including the identification of climate-related strategies and objectives, and the formulation of the Climate Change Policy. In 2019, the Group began to conduct climate risk assessment, which allows it to understand the potential impacts of climate change on its daily business as early as possible. The Group has regularly assessed and identified long-term and short-term physical and transition risks related to climate change. After an in-depth analysis and understanding of climate-related risks and potential mitigation measures in 2020, the Group's Climate Risk Policy has come into effect on 1 January 2022 after reviewed and approved by the SSC in 2021. The Group believed that relevant policies can greatly enable it to implement comprehensive measures to deal with climate-related risks, and serve as a basis for the implementation by relevant departments.

The Group has continuously invited an external consultant to hold a workshop to gain an in-depth understanding of stakeholders' concerns on climate change in an interactive manner. This has enabled the Group to identify significant climate change-related risks and opportunities that are material to it, as well as the potential impacts. In addition, the Group also made reference to various sources, including sustainability reporting guidelines, Task Force on Climate-Related Financial Disclosure ("**TCFD**") recommendations and industry benchmarking.

Details of TCFD are set out in the separate Environmental, Social and Governance Report of the Company for the year of 2023.

### COMPANY SECRETARY

Ms. TAI Bik Yin has tendered her resignation as the Company Secretary, the Authorised Representative and the authorised representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong as required under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), with effect from 1 May 2023.

Mr. LI Guohui was appointed as the company secretary of the Company with effect from 1 May 2023. He obtained professional qualifications as a Chartered Financial Analyst qualified by the CFA Institute and a Certified Public Accountant (Singapore) qualified by the Singapore Institute of Chartered Accountants.

Having considered Mr. LI Guohui's background and experience, the Board was of the view that, although Mr. LI Guohui does not possess the "academic or professional qualifications" which the Stock Exchange considers acceptable under Note 1 to Rule 3.28 of the Listing Rules, he has obtained the "relevant experience" required under Note 2 to Rule 3.28 of the Listing Rules which enables him to discharge his duties and functions as the Company Secretary of the Company. The Company has sought a confirmation from the Stock Exchange and the Stock Exchange has confirmed that Mr. LI, by virtue of his relevant experience, is capable of discharging his duties and functions as the Company Secretary of the Company under Rule 3.28 of the Listing Rules. Please refer to the announcement of the Company dated 27 April 2023 for details.

## CORPORATE GOVERNANCE REPORT

Mr. LI is an employee of the Company and directly reports to the Chairman of the Board. He has day- to-day knowledge of the Company's affairs and advises the Board on compliance and corporate governance matters. The Board has access to the advice and services of Mr. LI to ensure that Board procedures and all applicable laws, rules and regulations are followed. Mr. LI has complied with the requirement to take no less than 15 hours of professional training during the year under review.

### SHAREHOLDERS' RIGHTS

#### CONVENING EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

Pursuant to the Articles of Association, shareholders holding not less than 10% of the paid up capital of the Company may deposit at the Company's principal place of business in Hong Kong a requisition which specifies the objects of the meeting and is signed by the requisitionists to require an extraordinary general meeting to be convened by the Board. Shareholders could use the same way of calling an extraordinary general meeting as above to put forward proposals in detail at the Shareholders' meetings. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) himself (themselves) or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Shareholders' specific enquiries to the Board could be sent in writing to the company secretary of the Company whose contact details are as follows:

China Aircraft Leasing Group Holdings Limited  
32/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong  
email: ir@calc.com.hk

The Company's Hong Kong branch share registrar and transfer office serves the Shareholders with respect to all share registration matters.

In order to ensure that shareholders' interests and rights are adequately protected, shareholders' rights are further preserved when separate resolutions are proposed at the Shareholders' meetings on each substantially separate issue, including but not limited to election or re-election of individual Director at annual general meeting. All resolutions proposed at the Shareholders' meetings are put to vote by poll pursuant to the Articles of Association and the Listing Rules. To ensure that the shareholders are familiar with the detailed procedures for conducting a poll, detailed procedures for conducting a poll are explained at the commencement of the general meetings, and all questions from shareholders on the voting procedures will be answered before the poll voting starts. An external scrutineer will be appointed to monitor and count the votes cast by poll. Poll results will be posted on the Company Website and the Stock Exchange's website after each general meeting.

## CORPORATE GOVERNANCE REPORT

### PROCEDURE FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

Pursuant to Article 16.4 of the Articles, no person shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, save that a shareholder of the Company (not being the person to be proposed as a Director) who is qualified to attend and vote at the general meeting for which notice of such general meeting is given may propose a person for election as a Director at the general meeting following the procedures described below. Such procedures are subject to the Articles and applicable legislation and regulations, in particular the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The procedures for shareholders to propose a person for election as director are available on the website of the Company.

### SHAREHOLDERS' COMMUNICATION POLICY

The Company has adopted a shareholders' communication policy. Under the policy, the Company communicates with its Shareholders and investors through various means. Timely publication of interim and annual results, announcements on the latest development of the Company and press release on the websites of the Company and HKEX, if appropriate, could make Shareholders appraise the Company's financial position. Shareholders are highly required to pay attention to these public information. Holding of an annual general meeting could provide an effective forum for the Shareholders to share their views with the Board. Shareholders are welcome to attend the forthcoming annual general meeting of the Company. The Directors and the external auditor of the Company would be available at the 2024 AGM to answer Shareholders' questions about the annual results for the financial year ended 31 December 2023.

The Company has reviewed its prevailing Shareholders' Communication Policy during the year under review. With the above measures in place, the Company believes the Shareholders' Communication Policy is still appropriate and effective.

### CONSTITUTIONAL DOCUMENTS

The Company adopted a new Memorandum and Articles of Association of the Company (the "**New M&A**") during the year, for the purpose to, inter alia, (i) conform to the core standards for shareholders protections set out in Appendix A1 of the Listing Rules; (ii) allow general meetings to be held as virtual meetings or hybrid meetings; and (iii) incorporate certain housekeeping changes in line with the applicable laws of the Cayman Islands and the Listing Rules. The adoption of the New M&A was passed by the shareholders of the Company at the annual general meeting held on 16 May 2023.

The New M&A is available on both the Company's website and the Stock Exchange's website. Details of the major and other changes brought about by the adoption of the New M&A are set out in the circular of the Company dated 18 April 2023.

## CORPORATE GOVERNANCE REPORT

**BOARD, BOARD COMMITTEES AND GENERAL MEETINGS ATTENDANCE**

The attendances of each Director at all Board and Board committees meetings and general meetings during the year, demonstrating satisfactory attendance, are set out below:

Directors	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Annual General Meeting	Extraordinary General Meeting
<b>Executive Directors</b>						
ZHANG Mingao	7/7	n/a	n/a	n/a	1/1	1/1
POON Ho Man	7/7	n/a	1/1	n/a	1/1	1/1
LIU Wanting	7/7	n/a	n/a	n/a	1/1	1/1
LI Guohui ( <i>appointed on 19 March 2024</i> )	n/a	n/a	n/a	n/a	n/a	n/a
<b>Non-executive Directors</b>						
WANG Yun ( <i>note 1</i> )	3/4	n/a	n/a	n/a	n/a	1/1
WANG Hongyang ( <i>note 2</i> )	3/4	n/a	1/1	n/a	1/1	n/a
<b>Independent Non-executive Directors</b>						
CHEOK Albert Saychuan ( <i>note 5</i> )	7/7	3/3	1/1	2/2	1/1	1/1
TSE Hiu Tung, Sheldon ( <i>note 6</i> )	7/7	3/3	1/1	2/2	1/1	1/1
FAN Chun Wah, Andrew ( <i>note 3</i> )	7/7	1/1	n/a	1/1	1/1	1/1
FAN Yan Hok, Philip ( <i>note 4</i> )	2/2	2/2	1/1	1/1	1/1	n/a
Total number of meetings	7	3	1	2	1	1
Dates of Meetings (day/month/year)	14/3/2023 27/4/2023 27/6/2023 11/7/2023 9/8/2023 22/8/2023 27/10/2023	10/3/2023 26/4/2023 18/8/2023	3/3/2023	3/3/2023 11/7/2023	16/5/2023	15/12/2023

## Notes:

- (1) Ms. WANG Yun has been appointed as a Non-executive Director and a member of Remuneration Committee with effect from 11 July 2023.
- (2) Mr. WANG Hongyang resigned as a Non-executive Director and a member of Remuneration Committee with effect from 11 July 2023.
- (3) Mr. FAN Chun Wah, Andrew has been appointed as an Independent Non-executive Director on 14 March 2023, and the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee with effect from 16 May 2023.
- (4) Mr. FAN Yan Hok, Philip retired as an Independent Non-executive Director, and accordingly the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, with effect from the conclusion of the 2023 annual general meeting held on 16 May 2023.
- (5) Mr. CHEOK Albert Saychuan has been re-designated from the chairman of the Audit Committee to a member of the Audit Committee with effect from 16 May 2023.
- (6) Dr. TSE Hiu Tung, Sheldon has been re-designated from a member of the Remuneration Committee to the chairman of the Remuneration Committee with effect from 16 May 2023.



# RISK MANAGEMENT REPORT

## 1 MAIN FEATURES OF RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the company's strategic objectives and ensuring that the company establishes and maintains appropriate and effective risk management and internal control systems and review their effectiveness. Such risks include, amongst others, material risks relating to ESG. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. Such internal control systems are designed to manage instead of eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. In this connection, the Board ensures there is adequacy of resources, staff qualifications and experience, training programs and budget for the accounting, internal audit and financial reporting functions, as well as those relating to the company's ESG performance and reporting.

The system of internal control is designed to achieve a high level and strong management of key types and overall risks in pursuit of the Company's business objectives.

The Board operates within clearly defined terms of reference, and has appropriate committees established, namely, Strategy Committee, Audit Committee, Nomination Committee and Remuneration Committee to oversee risk and internal control activities. These Committees also have clearly defined terms of reference.

The Board aims at achieving an appropriate balance between taking risks and generating returns for shareholders while executing its responsibility for ongoing monitoring of risk and internal controls.

Our Audit Committee is designated to oversee the risk management and internal control process, particularly, standards of financial reporting, risk management and internal controls.

On the operational level, we have a Risk Management team overseeing the operational and business risks of the aircraft leasing business. On the Group level, we have an Internal Audit function, which is directly reporting to the Audit Committee for independent monitoring and reporting of risks and controls.

The Company has the objectives of risk management and internal control as follows:

- (i) Continue to optimize its business model, integrating it with its enhanced corporate governance structure to reduce the inherent risks in its business activities, such as liquidity risk and credit risk;
- (ii) Continue to utilize its business network to effectively enhance its industry knowledge so as to reduce the probability of and the impact from defaulted and discontinued lease transactions; and
- (iii) Continue to cultivate a strong risk management corporate culture throughout the organization. The Company has implemented its risk management system and policies from the business model and strategic dimension.

## RISK MANAGEMENT REPORT

### Business model dimension

The Group's business is organized and operated on transaction basis so as to ensure each transaction is reviewed from different perspectives to ensure stringent selection of suitable aircraft assets and stringent review of credit assessment and approval.

### Strategic dimension

Risk management initiatives are led by the Board (through its Audit Committee) and executed by CEO and his senior management team, through an independent Risk Management team.

The Company's risk management and internal control framework is designed to minimize the risks in the delivery of the Company's strategic objectives. The key principles of the framework are as follows:

- The Board and the Management shall promote a culture to identify, assess and report risks in an open, transparent and objective manner.
- The priority of the Company is to protect its long-term and sustainable interests.

Risk management is embedded within all businesses and operations of the Company. The Company expects all individual behavior to mirror and share the culture and core values of the Company. All employees have the responsibility of upholding the Company's risk and control culture and supporting effective risk management to deliver its strategy.

The Company operates a "three lines of defense" framework for managing and identifying risks.

The first line of defense against undesirable outcomes is undertaken by the business function and the respective line managers. Department heads of all business areas are responsible for implementing and maintaining appropriate controls.

Line management is supported and monitored by middle and back office functions like, Transaction Support, Finance and Accounting, Legal, Company Secretarial, Human Resources, Information Technology and Risk Management, which constitute the second line of defense. This line of defense monitors and facilitates implementation of effective risk management practices by risk owners and reports risk related information throughout the organization.

The third line of defense is carried out by our Internal Audit function. It provides independent review on the operation of controls.

In addition, the Board reviews the effectiveness of the Group's risk management and internal control system with the assistance of Audit Committee, which covers all material controls including financial, operational and compliance controls, and the risk management system.

## RISK MANAGEMENT REPORT

### 2 ANNUAL REVIEW OF THE RISK MANAGEMENT AND INTERNAL CONTROL

On behalf of the Board and the Audit Committee, the Internal Audit team carried out the annual review of the effectiveness of the Group's risk management and internal control system for the year ended 31 December 2023. The results were reported to our Audit Committee and the Board. The Board acknowledged that the risk management and internal control system of the Group during the review period were effective and adequate.

The annual review conducted by the Internal Audit team are set out as follows:

#### 2.1 Ongoing Monitoring of Risk and Internal Control

##### ***2.1.1 Scope and quality***

During the year, the Board reviewed the business of the Company through its regular meetings in order to ensure that business risks had been considered, assessed and managed as an integral part of the business. There was an ongoing process for identifying, evaluating and managing the Company's significant risks. The Company's risk assessment process included the monitoring of key strategic, financial risks and ESG risks. In addition, the Company reviewed the impact of any changes and developments on its risk profile, strategic risk and reputation.

The impact and likelihood of each significant risk was evaluated with reference to associated measures and key performance indicators. The adequacy of the risk mitigation plans was assessed and, if necessary, improvements were made.

##### ***2.1.2 Extent and frequency of communication***

Our Audit Committee held regular meetings and reviewed quarterly for assessing control of the Company and the effectiveness of risk management.

Risk and risk events are captured by the business and reported to the second line of defense. Specific reports and periodic updates are submitted to the Board after the review by our Audit Committee, if necessary. Issues would be raised when there were control failings, weaknesses and inefficient processes identified or through continuous monitoring reviews by the second and third line of defense teams.

#### 2.2 Significant Control Failings or Weaknesses

The Company has underlying procedures to handle significant control failings or weaknesses, which include material adverse event assessment, mitigation plan and follow up action. Significant control failing is required to be reported by senior management to our Audit Committee and the Board. No significant control failings or weaknesses were identified during the year upon the Internal Audit team's annual review.

## RISK MANAGEMENT REPORT

### 2.3 Effectiveness of Financial Reporting and Listing Rule Compliance

With the support and input from the External Auditors, our Audit Committee carried out its review and assessment of the Company's financial reporting, covering key areas such as whether suitable accounting policies were adopted, whether management made appropriate estimates and judgments and whether disclosures in published financial statements were fair, balanced and understandable.

Our Audit Committee carries out its compliance review to assess whether the Company has been complying with the relevant regulatory requirements on a quarterly basis. The compliance review summarized the compliance status, corrective actions and the enhancement recommendations.

In regard to the above, our Audit Committee considered the Company's processes for financial reporting and Listing Rules' Compliance were effective.

### 2.4 Risk Mitigating Measures and Key Changes

Risk management and internal controls are the day-to-day responsibility of every employee. The Company is exposed to various risks including but not limited to financial market risk, counterparty risk, compliance risk and business risk.

In order to cope with these risks, the Company monitors and implements mitigating measures.

Most air travel markets have recovered from the pandemic period while some even exceeded 2019 traffic volume in 2023 – globally, industry revenue for 2023 is expected to be approximately 7% higher than 2019 with a similar net result. During 2023, most of the airline customers who lease aircraft from the Company's portfolio showed an improvement in liquidity and profitability. It should however be noted that, in certain regions, airlines continue to struggle with high debt and changed travel behaviours brought about by the pandemic and the competitive response to it. The Company continues to use the opportunity presented by this largely favourable environment to erase a significant amount of the deferred balance and arrears remaining from the pandemic period. The current shortage of aircraft supply also presents opportunities to remove remaining exposure to non-performing airlines, moving aircraft to better, more stable credits in the process. During 2023, the Company agreed the transfer of 9 owned and managed aircraft from challenged credits.

As the global aviation industry moved into a new growth phase, other than eradicating remaining deferred balances, the Risk Management team continues to support efforts to improve the portfolio credit quality and leverage the current market dynamics to achieve a higher average credit quality and more robust levels of security. With the introduction of a new concentration model scheduled for early 2024, monitoring and management of concentration risk will be materially improved. This, together with the Risk Adjusted Pricing mechanism introduced previously, will help to guide and inform management decisions on placements, trading strategy and portfolio management. The status of receivables is reported to the Management on a regular basis and remedial actions are discussed during the weekly Operations Meeting. Where required to protect the integrity of Company assets, Risk Management forms and leads a team to take all necessary steps.

## RISK MANAGEMENT REPORT

During the year, the Company undertook the following measures in order to further mitigate finance/ portfolio related risks:

- (i) Took new delivery of 21 aircraft and disposed of 4 aircraft to third party to reduce geographical and portfolio concentration risks.
- (ii) With the relatively stable interest rate environment and abundant liquidity supply in China, the Company managed to issue RMB1.5 billion, and RMB0.5 billion corporate bonds with a term of three years, at the coupon rate of 3.85% and 3.58% respectively. The latter one is the historical low interest rate of the Group's corporate bonds.
- (iii) Continues to maintain abundant standby credits and committed working capital facilities from commercial banks to ensure sufficient liquidity.
- (iv) The Company closely monitors currency exchange risks and hedges the exposure where necessary and appropriate. In order to mitigate RMB exchange rate risks, the Company uses the currency swaps and currency forward contracts to hedge its exposure to currency exchange risk.
- (v) With the interest rate swap arrangements, the Company's floating interest rate borrowings were hedged as per its prudent interest rate hedging policy. The interest rate risk would be monitored on an ongoing basis.

Regarding environmental risk, the Group has identified pertinent climate change risks, with a particular focus on both the physical and transitional risks across various time horizons. To mitigate these climate-related risks, the Group has developed a climate change policy. This policy delineates detailed mechanisms for identifying and addressing each potential financial and operational impact stemming from climate change.

In terms of governance risk, the Group recognizes its exposure to internal governance risks, including legal compliance, anti-bribery measures, and tax-related risks. These risks are overseen by the internal audit department. The internal audit department independently implements the Company's internal control system and conducts assessments of control effectiveness for each identifiable risk. Additionally, our internal audit department conducts annual assessments of the overall internal control system and performs operational audits to evaluate the effectiveness and adequacy of internal controls, providing recommendations for improvement.

## PROFILE OF THE DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

#### Mr. ZHANG Mingao

##### *Chairman and Executive Director*

**Mr. ZHANG Mingao**, aged 56, is the Chairman of the Board and an Executive Director. He has been appointed as a Director since October 2022.

Mr. ZHANG is also the president of Everbright Financial Holding Asset Management Co., Ltd.

Mr. ZHANG was an executive director of China Everbright Limited (stock code: 165.HK) (“**CEL**” and together with its subsidiaries, collectively “**CEL Group**”), a substantial shareholder of the Company (the “**Shareholder**”), and the President of CEL Group. He was also the General Manager of Asset Management Department of China Everbright Bank Company Limited (stock codes: 601818.SH, 6818.HK) (“**Everbright Bank**”), the chairman of Everbright Jiabao Co., Ltd. (stock code: 600622.SH), and the non-executive and non-independent chairman of Ying Li International Real Estate Limited (stock code: 5DM.SGX). Since Mr. ZHANG joined Everbright Bank in 1999, he had served as the risk director of Everbright Bank (Suzhou Branch), the risk director of SME Department of Everbright Bank (Headquarters) and the President of Everbright Bank (Wuxi Branch).

Mr. ZHANG holds a Bachelor’s degree of Economics in rural financial professional from the College of Economics and Trade of Nanjing Agricultural University. He has over 30 years of industry and management experience in the financial industry.

#### Mr. POON Ho Man

##### *Executive Director and Chief Executive Officer*

**Mr. POON Ho Man**, aged 51, is an Executive Director and the Chief Executive Officer of the Company. Mr. POON is the chairman of Sustainability Steering Committee on Environmental, Social and Governance Issues and a member of each of Strategy Committee and Remuneration Committee of the Company. He acts as director of certain subsidiaries of the Company. He has been appointed as a Director since January 2017. He is responsible for formulating the Group’s overall strategic planning and managing overall business operations. Mr. POON has over 25 years of experience in direct investment, structured financing and aviation financing, of which over 15 years has been spent focusing on aircraft leasing.

Mr. POON obtained the degree of bachelor of engineering from the University of Hong Kong in 1995, and obtained the degree of executive master of business administration from Tsinghua University in 2005. Mr. POON has been a CFA® charterholder of the Association for Investment Management and Research (now known as the Chartered Financial Analysts Institute).

Mr. POON was a member of the Eleventh and Twelfth Heilongjiang Province Committee of the Chinese People’s Political Consultative Conference (“**CPPCC**”) and the Vice Chairman of HKCPPCC (Provincial) Members Association Foundation Limited. Mr. POON also obtained the World Outstanding Chinese Award from World Chinese Business Investment Foundation in 2006.

As at the date of this annual report, Mr. POON had corporate interest in 186,427,261 Shares (representing approximately 25.05% of the Shares in issue).

## PROFILE OF THE DIRECTORS AND SENIOR MANAGEMENT

### Ms. LIU Wanting

#### **Executive Director, President and Chief Commercial Officer**

**Ms. LIU Wanting**, aged 42, is an Executive Director, President and Chief Commercial Officer of the Company. Ms. LIU is also a member of each of Strategy Committee and Sustainability Steering Committee on Environmental, Social and Governance Issues of the Company. She has been appointed as a Director since August 2013.

She also acts as director of certain subsidiaries of the Company. She holds indirectly 13.05% equity interest in Linkasia Airlines Group Limited, a non-wholly owned subsidiary of the Company. She was a director of each of Aircraft Recycling International Limited and its subsidiaries, a commonly held entity (has the meaning ascribed to it in Rule 14A.27 of the Listing Rules) of the Company. Ms. LIU is responsible for the Group's overall strategic planning and implementation, as well as managing overall commercial operations. Ms. LIU joined the Group in June 2006 and is the founding member of the Group.

Ms. LIU is a founding member of Chinese Financial Association of Hong Kong (香港中國金融協會). Ms. LIU holds an EMBA at the PBC School of Finance at Tsinghua University in China and a master's degree in communication management from Hong Kong Baptist University.

As at the date of this annual report, Ms. LIU had corporate interest in 12,278,069 Shares (representing approximately 1.65% of the Shares in issue) and was interested in share option with rights to subscribe for 4,800,000 Shares (representing approximately 0.65% of the Shares in issue) pursuant to the post-IPO share option scheme of the Company.

### Mr. LI Guohui

#### **Executive Director, Chief Financial Officer, Chief Strategy Officer and Company Secretary**

**Mr. LI Guohui**, aged 52, is an Executive Director, Chief Financial Officer, Chief Strategy Officer and Company Secretary of the Company. He joined the Group in January 2023. He also acts as a director of a number of subsidiaries of the Company. He is responsible for managing the strategic planning, financing, investor relations, company secretarial matters, listing rules compliance and accounting matters of the Group. He has been appointed as a Director since March 2024.

Prior to joining the Group, he has a track record in serving senior positions in the blue-chip and large-scale companies. He is currently an independent non-executive director of each of Shandong Weigao Group Medical Polymer Company Limited (stock code: 1066) and Space Group Holdings Limited (stock code: 2448). He has served as senior manager in investment, merger and acquisition/financial analysis of International Maritime Carriers Group in Singapore and Hong Kong from 2005 to 2009 and accounting director of finance department of China Resources (Group) Co., Ltd from 2009 to 2013. Mr. LI has served as an executive director, the chief financial officer, the vice president and the authorised representative under Rule 3.05 of the Listing Rules of China Resources Pharmaceutical Group Limited (stock code: 3320) from 2013 to 2019, a non-executive director of Dong-E E-Jiao Co., Ltd. (stock code: 000423.SZ) and China Resources Double Crane Pharmaceutical Co., Ltd. (stock code: 600062. SH) and a supervisor of Sanjiu Medical & Pharmaceutical Co., Ltd. (stock code: 000999. SZ). He was an executive director and joint chief financial officer of Zhongsheng Group Holdings Limited (stock code: 881) from 2019 to 2022.



## PROFILE OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. LI received a Master's degree in Financial Management from Nanyang Technological University in Singapore in 2005 and a Master's degree in Business Administration from Wuhan University in 2003 and obtained professional qualifications as a Chartered Financial Analyst qualified by the CFA Institute and a Certified Public Accountant (Singapore) qualified by the Singapore Institute of Chartered Accountants.

**Ms. WANG Yun*****Non-executive Director***

**Ms. WANG Yun**, aged 55, is a Non-executive Director, a member of each of Remuneration Committee and Sustainability Steering Committee on Environmental, Social and Governance Issues and chairman of Strategy Committee of the Company. She has been appointed as a Director since July 2023. She is also the chairman of China Asset Leasing Company Limited, a wholly-owned subsidiary of the Company.

Ms. WANG is currently an executive director and vice president of China Everbright Limited (stock code: 165.HK), a substantial shareholder of the Company, and a non-executive and non-independent director of Ying Li International Real Estate Limited (stock code: 5DM.SGX). She was a non-executive director of Everbright Grand China Assets Limited (stock code: 3699.HK).

Prior to joining the Company, Ms. WANG worked at the National Planning Commission of the People's Republic of China (currently known as the National Development and Reform Commission of the People's Republic of China) from September 1991 to July 1992. From July 1992 to March 1993, Ms. WANG worked as the finance manager at Beijing Fulanka Digital System Co., Ltd. From March 1993 to May 1998, Ms. WANG worked as the finance supervisor at China Everbright International Economic and Technical Cooperation Corporation. From May 1998 to November 1999, Ms. WANG worked as the financial manager at China Everbright (South Africa) Company (Proprietary) Limited ("**Everbright South Africa**") and Everbright International Engineering (Proprietary) Company ("**Everbright International Engineering**"). From November 1999 to September 2007, Ms. WANG worked as the chief financial officer of Everbright South Africa and Everbright International Engineering. From September 2007 to October 2012, Ms. WANG worked as the senior manager of insurance and non-financial audit division of the audit department at China Everbright (Group) Limited (currently known as China Everbright Group Limited) ("**China Everbright Group**"). From October 2012 to April 2014, Ms. WANG was appointed as the division chief of banking division of the audit department at China Everbright Group. From April 2014 to August 2016, Ms. WANG worked as the senior deputy manager of the audit department and the division chief of insurance and non-financial audit division at China Everbright Group. From August 2016 to November 2017, Ms. WANG worked as the deputy general manager of the audit department and the senior manager of industrial and other audit offices at China Everbright Group. Ms. WANG was the general manager of the financial management department at China Everbright Holdings Company Limited ("**CE Hong Kong**") from November 2017 to April 2023. Ms. WANG was appointed as a director of CE Hong Kong from January 2018 to May 2023. Ms. WANG has been appointed as a chief representative of China Everbright Group's representative office in Macau since March 2022.

Ms. WANG graduated from the Central Institute of Finance and Economics (currently known as the Central University of Finance and Economics) specializing in foreign financial accounting in 1991. Ms. WANG later received a Master of Business Administration from De Montfort University, De Montfort South Africa, Sandton Campus in March 2006. Ms. WANG is a non-practicing member of the Chinese Institute of Certified Public Accountants and holds the qualification of Senior Accountant in China.

## PROFILE OF THE DIRECTORS AND SENIOR MANAGEMENT

### Mr. CHEOK Albert Saychuan

#### **Independent Non-executive Director**

Mr. CHEOK Albert Saychuan, aged 73, is an Independent Non-executive Director. Mr. CHEOK is also the chairman of Nomination Committee, and a member of each of Audit Committee and Remuneration Committee of the Company. He has been appointed as a Director since May 2015.

Mr. CHEOK graduated from the University of Adelaide, Australia with First Class Honours in economics. Mr. CHEOK is a fellow of CPA Australia. He is a banker with over 40 years of experience in banking and business consultancy in the Asia-Pacific region.

Between May 1979 and February 1982, Mr. CHEOK was an advisor to the Australian Government Inquiry into the Australian Financial System which introduced comprehensive reforms to the Australian banking system. He was the chief manager at the Reserve Bank of Australia from October 1988 to September 1989 before becoming the deputy commissioner of Banking of Hong Kong for about three and a half years. He was subsequently appointed as an executive director in charge of banking supervision at the Hong Kong Monetary Authority from April 1993 to May 1995. Mr. CHEOK was the chairman of Bangkok Bank Berhad in Malaysia, a wholly-owned subsidiary of Bangkok Bank of Thailand, from September 1995 to November 2005. Mr. CHEOK was formerly the vice chairman of Export and Industry Bank, Inc., which is listed on The Philippine Stock Exchange, from February 2006 to April 2012. Mr. CHEOK was the vice president of the board of governors of the Malaysian Institute of Corporate Governance until end 2020.

Mr. CHEOK is the independent non-executive chairman of Amplefield Limited (listed in Singapore), an independent non-executive director of Supermax Corporation Berhad (listed in Malaysia), and a non-executive chairman of Forbidden Food Limited (listed in Australia).

Outside his various board capacities, Mr. CHEOK is a well accomplished personal investment banker and financial adviser to select clients in Hong Kong, the PRC and South East Asia. In this capacity he has been involved in several high profile mergers and acquisitions, asset acquisitions, corporate re-structuring, corporate strategies, brand image and building and private fund management. He has also been an adviser to governments in various capacities.

As at the date of this annual report, Mr. CHEOK had personal interest in 5,000 Shares (representing approximately 0.001% of the Shares in issue).

### Dr. TSE Hiu Tung, Sheldon

#### **Independent Non-executive Director**

Dr. TSE Hiu Tung, Sheldon, aged 59, is an Independent Non-executive Director. Dr. TSE is also the chairman of Remuneration Committee, and a member of each of Audit Committee and Nomination Committee of the Company. He has been appointed as a Director since September 2020.

Dr. TSE is a partner at a law firm in Hong Kong providing corporate and commercial legal services and has over 20 years of experience in corporate finance, mergers and acquisitions, private equity, joint ventures and compliance matters. Dr. TSE is qualified to practise law in Hong Kong, England and Wales and the PRC. Dr. TSE is currently an independent non-executive director of Wise Living Technology Co., Ltd (stock code: 2481.HK). He was also an independent non-executive director of Fullsun International Holdings Group Co., Limited (stock code: 627.HK).

## PROFILE OF THE DIRECTORS AND SENIOR MANAGEMENT

He graduated with a bachelor's degree in law from Zhongshan University in Guangzhou in 1986. Dr. TSE obtained a master's degree in law and a doctorate degree in law from the University of London, the United Kingdom in 1989 and 1993 respectively. He is a China appointed attesting officer and a fellow member of the Hong Kong Securities Institute. He has also been a member of the 12th and the 13th China Political Consultative Committee of Guizhou Province since January 2018.

### **Mr. FAN Chun Wah, Andrew, J.P.**

#### ***Independent Non-executive Director***

**Mr. FAN Chun Wah, Andrew, J.P.**, aged 45, is an Independent Non-executive Director. Mr. FAN is also the chairman of Audit Committee, and a member of each Nomination Committee and Remuneration Committee of the Company. He has been appointed as a Director since March 2023.

Mr. FAN is a practicing certified public accountant in Hong Kong with over 16 years of experience. He holds a Bachelor Degree of Business Administration (Accounting and Finance) from The University of Hong Kong and a Bachelor Degree in Laws from the University of London.

Mr. FAN is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is also the Vice Chairman of the Tenth to the Twelfth Committees of the Zhejiang Province United Young Association, and a member and a Standing Committee member of the Eleventh to the Thirteenth Committees of the All – China Youth Federation and a member of the fourteenth National Committee of the Chinese People's Political Consultative Conference.

Mr. FAN is currently an independent non-executive director of Sing Tao News Corporation Limited (stock code: 1105.HK), Nameson Holdings Limited (stock code: 1982.HK), Culturecom Holdings Limited (stock code: 343.HK), Chuang's China Investments Limited (stock code: 298.HK), China Overseas Grand Oceans Group Ltd. (stock code: 81.HK) and China Unicom (Hong Kong) Limited (stock code: 762.HK), all shares of which are listed on the Main Board of the Stock Exchange.

Mr. FAN was an independent non-executive director of certain companies which shares are listed on the Main Board of the Stock Exchange, namely, Space Group Holdings Limited (stock code: 2448) from January 2018 to August 2022, Fulum Group Holdings Limited (stock code: 1443) from October 2014 to May 2021.

## SENIOR MANAGEMENT

### **Mr. TANG Yu Ping, Pitney**

#### ***Chief Operating Officer***

**Mr. TANG Yu Ping**, aged 54, the Chief Operating Officer, is overall responsible for all aspects of transaction-related functions including legal and risk, and in particular oversees transaction planning and closing, OEM and critical procurement affairs, pricing and business analysis, deal structure and tax planning, structured finance as well as special corporate projects such as contingency tasks. Mr. TANG joined the Group in 2011 as financial controller who was responsible for financial management and accounting as well as listing preparation and pre-IPO investment management. Mr. TANG is also a director or an alternate director of certain subsidiaries of the Company and ARI. Prior to joining the Group, Mr. TANG held senior financial positions in various companies listed in Hong Kong. He has over 29 years of experience in corporate development, financial management and consulting for various industries including aircraft leasing, aviation logistics, manufacturing, corporate finance advisory and e-media. By profession, Mr. TANG is a certified public accountant in Hong Kong and a chartered accountant in England and Wales. He is also a fellow member of the HKICPA, the Association of Chartered Certified Accountants and the Institute of Chartered Accountants in England and Wales. Mr. TANG graduated with the degree of Bachelor of Arts in economic and social studies from the University of Manchester, and obtained the degree of master of science in operational research and information systems from the London School of Economics and Political Science, University of London.

## INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

**To the Shareholders of China Aircraft Leasing Group Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*

### OPINION

#### What we have audited

The consolidated financial statements of China Aircraft Leasing Group Holdings Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 94 to 199, comprise:

- the consolidated balance sheet as at 31 December 2023;
- the consolidated statement of income for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

#### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## INDEPENDENT AUDITOR'S REPORT

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated 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 HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

- Assessment on working capital sufficiency
- Impairment assessments of aircraft and engines
- Fair value measurement of shareholder’s loan to CAG Bermuda 1 Limited (“CAG”) and its subsidiaries (collectively as “CAG Group”)

## INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS *(continued)*

## Key audit matter

## How our audit addressed the key audit matter

**Assessment on working capital sufficiency**

Refer to Note 2.1(a) to the consolidated financial statements.

As at 31 December 2023, the Group's current liabilities exceeded its current assets by HK\$12,805.3 million (Note 4.1.3). The Group had capital commitments amounting to HK\$52,752.4 million (Note 37(b)) mainly relating to aircraft purchase, of which HK\$7,818.5 million was payable within one year.

The directors focus on the liquidity of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to fulfil its financial obligations and its capital commitments; and thus its ability to continue as a going concern.

The Group has prepared detailed cash flow forecasts. The Group expects to have sufficient working capital to finance its operations and to meet its financial obligations, including those capital commitments in the next twelve months from 31 December 2023 and therefore continue as a going concern.

The directors' forecasts are based on a number of assumptions including the aircraft delivery and leasing schedules, available financing resources that have been granted or will be granted and the amount of capital commitments.

We focused on this matter because the preparation of cash flow forecasts requires the directors to make significant judgement on the assessment of the assumptions.

We obtained the Group's cash flow forecasts, which covered a period of not less than twelve months from 31 December 2023.

We evaluated the key assumptions made in those cash flow forecasts, in particular the forecast aircraft delivery schedules, available financing resources and capital commitments.

To test the aircraft delivery and leasing schedules, we examined aircraft purchase agreements entered into by the Group and aircraft manufacturers; and lease agreements or letters of intent entered into by the Group and airline companies.

To test available financing resources, we obtained independent confirmations from relevant financial institutions, examined loan agreements or letters of intent issued by financial institutions during the year.

We confirmed the Group's year end cash and cash equivalents, and borrowing balances by obtaining independent confirmations from the financial institutions.

To test the amount of capital commitments, we examined aircraft purchase agreements entered into by the Group and aircraft manufacturers.

We compared the actual outcome with the forecast for the year 2023 to evaluate management assessment made in prior year.

We performed sensitivity analysis over key assumptions to ascertain the extent of adverse changes that would make the Group incapable of meeting its ongoing obligations as they fall due.

We assessed the adequacy of the disclosures relating to the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements.

Based on the work performed, the directors' assumptions of the cash flow forecasts were supported by available evidence.

## INDEPENDENT AUDITOR'S REPORT

### KEY AUDIT MATTERS *(continued)*

#### Key audit matter

#### How our audit addressed the key audit matter

#### Impairment assessments of aircraft and engines

As described in Note 2.5, Note 5.1(a) and Note 6 to the consolidated financial statements, the carrying amount of the Group's owned aircraft and engines were HK\$33,426.5 million as at 31 December 2023.

The Group performs impairment assessments of aircraft and engines when indication of impairment exists. The Group engaged an external valuer to assist management for performing aircraft and engine valuation as at 31 December 2023. Based on impairment assessments performed, the Group recognised an impairment charge of HK\$72.0 million for the year ended 31 December 2023.

In carrying out the impairment assessments, significant judgements are required to estimate the recoverable amounts, being the higher of the fair value less costs to sell and value in use. The recoverable amounts are estimated taking into consideration the follow-on lease assumptions, residual values of aircraft and engines and discount rates.

We considered this is a key audit matter as significant judgements are involved in the impairment assessments.

We understood and evaluated management's internal controls and assessment process of impairment of aircraft and engines and assessed the degree of complexity, subjectivity and uncertainty related to the significant management judgements.

We understood and evaluated management assessment of impairment indicators, and compared the impairment indicators identified by the Group to industry practice.

We assessed the competency, capability and objectivity of the independent external valuer engaged by the Group.

We examined the management's impairment assessments, on a sample basis, as follows:

- evaluated the reasonableness of the follow-on lease assumptions by comparing to (i) actual lease rates recently contracted by the Group for the leasing of similar flight equipment and (ii) current industry market data.
- compared the residual values of aircraft and engine to third party appraiser values or expected aircraft disposal prices.
- involved our valuation specialist to evaluate the appropriateness of the discount rate used in impairment tests.
- tested the mathematical accuracy of the calculation in the impairment tests.

Based on the above procedures, we considered that management's judgements applied in impairment assessments of aircraft and engines were supported by evidence obtained.



## INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS *(continued)***Key audit matter****How our audit addressed the key audit matter****Fair value measurement of shareholder's loan to CAG Group**

In June 2018, the Group and some mezzanine financiers jointly established CAG Group, which is principally engaged in lease-attached aircraft portfolio investment.

CAG Group uses the fund injected through a performance-linked shareholder's loans from the Group and the mezzanine financing from mezzanine financiers at a ratio of 20% to 80%. The Group's shareholder's loan to CAG Group was recognised as financial assets at fair value through profit or loss. As described in Note 4.3, Note 5.1(b) and Note 9 to the consolidated financial statements, the carrying amount of shareholder's loan to CAG Group was HK\$579.3 million as at 31 December 2023.

The Group engaged an external valuer to assist the determination of fair value of this financial asset, using valuation models with unobservable inputs, including market interest rate, discount rate, expected rental collection and expected aircraft disposal prices.

We considered this is a key audit matter as significant judgements are involved in the fair value measurements of shareholder's loan to CAG Group.

We understood management's internal controls and assessment process of fair value measurement of shareholder's loan to CAG Group and assessed the degree of complexity, subjectivity and uncertainty related to the significant management judgements.

We examined the relevant legal documents and investment agreements of CAG Group and assessed the implications of the key terms as set out in these documents/agreements to the valuation of shareholder's loan to CAG Group.

We assessed the competency, capability and objectivity of the independent external valuer engaged by the Group.

We involved our valuation specialist to evaluate the appropriateness of the valuation methods used and the reasonableness of market interest rate and discount rate used.

We evaluated the reasonableness of the assumption of expected rental collection by reviewing the lease agreements, legal documents and other supporting documents.

We evaluated the reasonableness of the assumption of aircraft disposal prices by comparing them with internally and externally derived data including the quotation information received by the Group.

We independently tested the accuracy of mathematical calculation applied in the valuation models.

Based on the above procedures, we considered that management's judgements applied in fair value measurement of shareholder's loan to CAG Group were supported by evidence obtained.

## INDEPENDENT AUDITOR'S REPORT

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, 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.

### RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are 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 the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

## INDEPENDENT AUDITOR'S REPORT

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 the directors.
- Conclude on the appropriateness of the directors' 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 Audit Committee 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.

## INDEPENDENT AUDITOR'S REPORT

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

We also provide the Audit Committee 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. 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.

The engagement partner on the audit resulting in this independent auditor's report is Chow Sai Keung.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 19 March 2024

## CONSOLIDATED BALANCE SHEET

	Note	As at 31 December	
		2023 HK\$'000	2022 HK\$'000
<b>ASSETS</b>			
Property, plant and equipment and right-of-use assets	6	33,493,826	27,354,373
Investments in and loans to associates and joint ventures	7	1,529,629	1,354,410
Finance lease receivables – net	8	8,577,339	8,172,086
Financial assets at fair value through profit or loss	9	621,749	769,462
Derivative financial assets	21	61,157	221,399
Pre-Delivery Payments (“PDP”) and other prepayments and receivables relating to aircraft acquisition	10(a)	7,626,274	10,445,430
Prepayments and other assets	10(b)	647,166	916,985
Assets classified as held for sale	11	1,425,254	1,425,199
Aircraft components trading assets		1,934	5,245
Restricted cash	12	544,524	1,114,958
Cash and cash equivalents	13	5,295,875	3,552,533
<b>Total assets</b>		<b>59,824,727</b>	<b>55,332,080</b>
<b>EQUITY</b>			
Share capital	14	74,436	74,436
Reserves	15	2,173,544	2,314,613
Retained earnings		2,081,560	2,276,247
<b>Equity attributable to shareholders of the Company</b>		<b>4,329,540</b>	<b>4,665,296</b>
Perpetual capital securities and other non-controlling interests	16	810,422	1,590,921
<b>Total equity</b>		<b>5,139,962</b>	<b>6,256,217</b>
<b>LIABILITIES</b>			
Deferred income tax liabilities	17	1,191,479	1,057,059
Borrowings	18	42,911,870	38,001,150
Medium-term notes	19	1,656,173	1,696,509
Bonds and debentures	20	5,943,499	5,406,490
Derivative financial liabilities	21	147,735	52,543
Income tax payables		66,056	45,850
Interest payables		392,690	297,689
Other liabilities and accruals	22	2,375,263	2,518,573
<b>Total liabilities</b>		<b>54,684,765</b>	<b>49,075,863</b>
<b>Total equity and liabilities</b>		<b>59,824,727</b>	<b>55,332,080</b>

The notes on pages 101 to 199 are an integral part of these consolidated financial statements.

The financial statements on pages 94 to 199 were approved by the Board of Directors on 19 March 2024 and were signed on its behalf.

**POON Ho Man**  
Director

**LI Guohui**  
Director

## CONSOLIDATED STATEMENT OF INCOME

	Note	Year ended 31 December	
		2023 HK\$'000	2022 HK\$'000
<b>Total revenue</b>			
<b>Lease income</b>			
Finance lease income	23	600,996	574,683
Operating lease income	23	3,598,207	2,967,565
		<b>4,199,203</b>	<b>3,542,248</b>
<b>Other operating income</b>			
Net income from aircraft transactions and aircraft components trading	24	124,501	207,072
Other income	25	439,993	421,682
		<b>564,494</b>	<b>628,754</b>
		<b>4,763,697</b>	<b>4,171,002</b>
<b>Expenses</b>			
Interest expenses	26	(2,244,481)	(1,610,507)
Depreciation and impairment		(1,618,823)	(1,356,612)
Expected credit losses		(51,038)	(83,355)
Other operating expenses	27	(341,044)	(345,335)
		<b>(4,255,386)</b>	<b>(3,395,809)</b>
<b>Compensation received from aircraft remained in Russia</b>	28	185,384	–
<b>Net write-off of aircraft remained in Russia</b>	28	–	(439,029)
<b>Share of results from associates and joint ventures</b>		(389)	2,682
<b>Other (losses)/gains, net</b>	30	(179,571)	184,619
<b>Profit before income tax</b>		513,735	523,465
Income tax expenses	31	(293,578)	(307,781)
<b>Profit for the year</b>		<b>220,157</b>	<b>215,684</b>
<b>Profit attributable to</b>			
Shareholders of the Company		28,256	73,598
Holders of perpetual capital securities and other non-controlling interests		191,901	142,086
		<b>220,157</b>	<b>215,684</b>
<b>Earnings per share for profit attributable to shareholders of the Company (expressed in HK\$ per share)</b>			
– Basic earnings per share	32(a)	0.038	0.099
– Diluted earnings per share	32(b)	0.038	0.099

The notes on pages 101 to 199 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 31 December	
		2023 HK\$'000	2022 HK\$'000
<b>Profit for the year</b>		<b>220,157</b>	215,684
<b>Other comprehensive (loss)/income for the year:</b>			
<b><i>Items that may be reclassified subsequently to profit or loss</i></b>			
Cash flow hedges	21	<b>(149,126)</b>	325,184
Currency translation differences		<b>6,539</b>	(5,990)
		<b>(142,587)</b>	319,194
<b><i>Item that will not be reclassified subsequently to profit or loss</i></b>			
Currency translation differences attributable to non-controlling interests		<b>383</b>	1,813
<b>Total other comprehensive (loss)/income for the year, net of tax</b>		<b>(142,204)</b>	321,007
<b>Total comprehensive income for the year</b>		<b>77,953</b>	536,691
<b>Total comprehensive (loss)/income for the year attributable to</b>			
Shareholders of the Company		<b>(114,331)</b>	392,792
Holders of perpetual capital securities and other non-controlling interests		<b>192,284</b>	143,899
		<b>77,953</b>	536,691

The notes on pages 101 to 199 are an integral part of these consolidated financial statements.



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to shareholders of the Company				Perpetual capital securities and other non- controlling interests HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Reserves HK\$'000	Retained earnings HK\$'000	Total HK\$'000		
<b>Balance as at 1 January 2023</b>	74,436	2,314,613	2,276,247	4,665,296	1,590,921	6,256,217
<b>Comprehensive income</b>						
Profit for the year	-	-	28,256	28,256	191,901	220,157
<b>Other comprehensive (loss)/income</b>						
Cash flow hedges (Note 21)	-	(149,126)	-	(149,126)	-	(149,126)
Currency translation differences	-	6,539	-	6,539	383	6,922
<b>Total comprehensive (loss)/income</b>	-	(142,587)	28,256	(114,331)	192,284	77,953
<b>Transactions with shareholders and non-controlling interests</b>						
Redemption of perpetual capital securities (Note 16)	-	-	-	-	(806,115)	(806,115)
Dividends	-	-	(223,306)	(223,306)	-	(223,306)
Dividends distributed to perpetual capital securities (Note 16)	-	-	-	-	(166,668)	(166,668)
Share option scheme:						
– Value of services (Note 15)	-	1,881	-	1,881	-	1,881
– Share options lapsed (Note 15)	-	(363)	363	-	-	-
<b>Total transactions with shareholders and non-controlling interests</b>	-	1,518	(222,943)	(221,425)	(972,783)	(1,194,208)
<b>Balance as at 31 December 2023</b>	74,436	2,173,544	2,081,560	4,329,540	810,422	5,139,962

The notes on pages 101 to 199 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to shareholders of the Company				Perpetual capital securities and other non- controlling interests HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Reserves HK\$'000	Retained earnings HK\$'000	Total HK\$'000		
<b>Balance as at 1 January 2022</b>	74,762	1,987,850	2,507,621	4,570,233	1,447,022	6,017,255
<b>Comprehensive income</b>						
Profit for the year	-	-	73,598	73,598	142,086	215,684
<b>Other comprehensive income/(loss)</b>						
Cash flow hedges (Note 21)	-	325,184	-	325,184	-	325,184
Currency translation differences	-	(5,990)	-	(5,990)	1,813	(4,177)
<b>Total comprehensive income</b>	-	319,194	73,598	392,792	143,899	536,691
<b>Transactions with shareholders and non-controlling interests</b>						
Cancellation of shares (Note 14(a))	(408)	495	-	87	-	87
Dividends	82	4,074	(304,972)	(300,816)	-	(300,816)
Share option scheme:						
- Value of services (Note 15)	-	3,000	-	3,000	-	3,000
<b>Total transactions with shareholders and non-controlling interests</b>	(326)	7,569	(304,972)	(297,729)	-	(297,729)
<b>Balance as at 31 December 2022</b>	74,436	2,314,613	2,276,247	4,665,296	1,590,921	6,256,217

The notes on pages 101 to 199 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Year ended 31 December	
		2023 HK\$'000	2022 HK\$'000
<b>Cash flows from operating activities</b>			
Profit before income tax		513,735	523,465
Adjustments for:			
– Depreciation and impairment		1,618,823	1,356,612
– Net income from aircraft transactions	24	(118,276)	(203,991)
– Expected credit losses		51,038	83,355
– Net write-off of aircraft remained in Russia	28	–	439,029
– Interest expenses	26	2,244,481	1,610,507
– Share-based payments	15	1,881	3,000
– Unrealised currency exchange gains		(67,522)	(311,674)
– Fair value changes attributable to interest rate and fair value changes on currency swap and currency forward contracts		121,045	176,241
– Share of results from associates and joint ventures		389	(2,682)
– Interest income		(198,553)	(132,761)
– Fair value losses/(gains) on financial assets at fair value through profit or loss	30	130,555	(37,418)
		<b>4,297,596</b>	<b>3,503,683</b>
<b>Changes in working capital:</b>			
– Finance lease receivables – net		(389,132)	(448,782)
– Prepayments and other assets		113,966	(98,954)
– Aircraft components trading assets		3,311	4,891
– Other liabilities and accruals		(202,721)	529,082
Cash generated from operations		<b>3,823,020</b>	<b>3,489,920</b>
Income taxes paid		(137,146)	(141,333)
Net cash flows generated from operating activities		<b>3,685,874</b>	<b>3,348,587</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(6,090,351)	(7,059,005)
Proceeds from disposal of aircraft and novation of aircraft purchase agreement		6,284,570	2,465,665
PDP and prepayments paid for acquisition of aircraft		(4,970,414)	(3,875,665)
PDP refunded		821,911	1,920,401
Interest received		212,681	119,290
Payments relating to financial assets at fair value through profit or loss		(62,280)	(30,696)
Proceeds from distribution of financial assets at fair value through profit or loss		97,592	53,907
Investment in associates and joint ventures		–	(5,152)
Payments relating to loans to associates and joint ventures		(611,795)	(335,498)
Repayments of loans to associates and joint ventures		352,635	217,488
Net cash flows used in investing activities		<b>(3,965,451)</b>	<b>(6,529,265)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Year ended 31 December	
		2023 HK\$'000	2022 HK\$'000
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		27,425,312	19,391,991
Issue of bonds and debentures, net of transaction costs		2,207,221	2,649,260
Issue of medium-term notes, net of transaction costs		–	1,834,982
Repayments of borrowings		(22,536,927)	(13,717,579)
Repurchase and repayment of bonds and debentures, including transaction costs		(1,617,779)	(4,041,541)
Repayment of medium-term notes		–	(956,560)
Repayment of lease liabilities		(17,154)	(14,141)
Interest received/(paid) in respect of derivative financial instruments		101,049	(42,793)
Interest paid in respect of borrowings, notes, bonds and debentures		(2,861,613)	(1,787,297)
Proceeds from disposal of derivative financial instruments		29,958	–
Pledge of deposits placed in respect of borrowings		(678,919)	(1,057,223)
Pledge of deposits released in respect of borrowings		1,356,199	52,526
Pledge of deposits placed in respect of derivative financial instruments		(203,796)	(100,393)
Pledge of deposits released in respect of derivative financial instruments		97,907	222,221
Redemption of perpetual capital securities	16	(806,115)	–
Dividends paid to holders of perpetual capital securities	16	(166,668)	(124,359)
Dividends paid to shareholders	33	(223,306)	(300,816)
Net cash flows generated from financing activities		2,105,369	2,008,278
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>1,825,792</b>	<b>(1,172,400)</b>
Cash and cash equivalents at beginning of the year		3,552,533	4,776,389
Currency exchange difference on cash and cash equivalents		(82,450)	(51,456)
<b>Cash and cash equivalents at end of the year</b>		<b>5,295,875</b>	<b>3,552,533</b>

The notes on pages 101 to 199 are an integral part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands on 21 December 2012 as an exempted company with limited liability under the Companies Law (2012 Revision) of the Cayman Islands. The address of the Company's registered office is Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 11 July 2014 (the "Listing").

The Company is an investment holding company and its subsidiaries are principally engaged in the aircraft leasing business. The Company and its subsidiaries (together, the "Group") have operations mainly in the Mainland China and other countries or regions globally.

The consolidated financial statements for the year ended 31 December 2023 are presented in Hong Kong dollar ("HK\$"), unless otherwise stated.

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- derivative financial instruments and financial assets at fair value through profit or loss – measured at fair value; and
- assets classified as held for sale – measured at the lower of carrying amount and fair value less costs to sell.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or the areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.1 Basis of preparation** *(continued)***(a) Going concern**

As at 31 December 2023, the Group's current liabilities exceeded its current assets by HK\$12,805.3 million. The Group had total capital commitments of HK\$52,752.4 million as at 31 December 2023, which mainly related to acquisition of aircraft that will be delivered in stages in the coming years until the end of 2028. Out of the total capital commitments, HK\$7,818.5 million is forecasted to be incurred and payable within one year based on the current delivery schedules and forecasted delivery schedules with the Original Equipment Manufacturers ("OEMs"). The Group will satisfy these capital commitments through the Group's internal resources, available and additional banking facilities and aircraft project loans which usually can only be confirmed by the relevant banks shortly before the delivery of the aircraft. As at 31 December 2023, the Group had cash and bank balances of HK\$5,840.4 million.

The Group will need to secure a substantial amount of funds in the foreseeable future to finance the financial obligations and capital expenditures under contractual and other arrangements. The directors have given due and careful consideration to the liquidity of the Group and its available sources of financing in assessing whether the Group has sufficient working capital for its present requirements, covering a period of not less than twelve months from 31 December 2023. The directors have taken into account the following plans and measures for the purposes of their assessment:

- New aircraft project loans are primarily used for the payment of the balances of the aircraft acquisition costs and the repayments of the PDP financing due upon delivery of aircraft. Such aircraft project loans will usually be confirmed by the banks before the delivery of the relevant aircraft. In 2023, the Group has successfully obtained aircraft project loans or loan facilities from certain banks at one or two years preceding the lease-attached aircraft delivery. In view of favourable interest rate, the Group has drawn down or plans to draw down these loans before the aircraft delivery. Besides, the Group sometimes finances the new aircraft with internal resources or short-term bridging financing depending on the financial situation and the progress of bank approvals. Subsequently, the Group may seek refinancing for these aircraft through new aircraft project loans. During the year ended 31 December 2023, the Group has obtained 43 aircraft project loan facilities of US\$1,439.8 million (equivalent to approximately HK\$11,271.4 million) from certain onshore and offshore banks and financial institutions. The Group will continue to arrange aircraft project loan facilities from time to time and has concluded three aircraft project loan facilities after 31 December 2023. Based on the previous experience and practices in the industry, the directors are of the view that the Group will be able to obtain the necessary aircraft project loans as and when required in the next twelve months from 31 December 2023.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.1 Basis of preparation** *(continued)***(a) Going concern** *(continued)*

- According to the relevant aircraft purchase agreements, the scheduled payment of PDP for the next twelve months from 31 December 2023 amounts to HK\$3,326.1 million. In addition, one PDP facility is set to expire and the utilised facility drawdowns of HK\$647.8 million will need to be repaid by the end of April 2024.

For the scheduled payment of PDP and repayment of utilised facility drawdowns under the facility expiring in the next twelve months from 31 December 2023, certain portion will be repaid by the PDP facilities to be released when aircraft is delivered and related PDP financing is repaid. As at 31 December 2023, the Group had already obtained PDP financing facilities from banks to provide financing up to HK\$6,501.3 million to satisfy the forecasted committed PDP payments in the next twelve months from 31 December 2023. With such facilities, internal resources and/or facilities obtained from other financing channels of the Group, the Group will be able to satisfy payments of the committed PDP and repayment of PDP facilities at maturity in the next twelve months from 31 December 2023.

- As at 31 December 2023, the Group had working capital loan and revolving loan facilities of HK\$9,498.9 million out of which HK\$8,340.6 million has been utilised. The directors are confident that the Group can drawdown the remaining unutilised loan facilities of HK\$1,158.3 million as and when required and will be able to renew substantially all the existing revolving facilities and further secure new working capital loan facilities. The Group has also initiated the process to obtain new working capital loan and renew working capital loan facilities with certain banks.
- The Group is also pursuing other sources of financing, including issuance of bonds and medium-term notes, as well as other debt and capital financing. In June and November 2023, the Group issued three-year corporate bonds of RMB1.5 billion and RMB0.5 billion in the People's Republic of China ("PRC"), respectively. In particular, the Group has obtained approval from the National Association of Financial Market Institutional Investors for the issuance of medium-term notes with a capped principal amount of RMB1.5 billion in the PRC within a two-year period from 6 February 2024. Additionally, the Group renewed the guaranteed medium-term note programme of US\$3.0 billion in February 2024. The Group will continue to review the market conditions and may issue additional RMB medium-term notes, RMB bonds and US\$ bonds when needed. Based on the credit profile of the Group, the successful history of issuance of similar debt instruments, the directors are confident that the Group will be able to issue the relevant debt instruments and obtain the required financing as and when required.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.1 Basis of preparation** *(continued)***(a) Going concern** *(continued)*

- The Group has been preserving the multi-faceted development of its asset-light business model through establishment and management of aviation-related funds and joint venture companies, while at the same time, building up network buyers that will acquire aircraft from its aircraft portfolio. As part of its normal course of business, the Group continues to expand its portfolio trading business and it has scheduled certain aircraft to be disposed of in the next twelve months from 31 December 2023, of which, as at the approval date of the consolidated financial statements, the Group has signed letters of intent or sale and purchase agreements for the disposals of ten aircraft. During the year ended 31 December 2023, the Group completed five aircraft disposals and received net proceeds from relevant disposals of HK\$637.8 million. Based on the Group's experience in aircraft portfolio trading in previous years, the directors are confident that the scheduled disposals of aircraft will be completed, and the proceeds will be collected according to the expected schedule in the next twelve months from 31 December 2023.

The directors are of the opinion that, in the absence of unforeseeable circumstances and after taking into account the Group's internal resources, the cash flows generated from its business operations, continued availability of existing and new banking facilities, the successful execution of its plans in obtaining the aircraft project loans from the banks and financial institutions, the successful issuance of debt instruments and the successful disposals of aircraft as planned, the Group has sufficient working capital for its present requirements in the next twelve months from 31 December 2023. Accordingly, the directors consider that the Group will be in a position to continue as a going concern and hence prepared the consolidated financial statements on a going concern basis.

**(b) New and amended standards adopted by the Group**

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2023:

- Definition of Accounting Estimates – Amendments to HKAS 8
- International Tax Reform – Pillar Two Model Rules – Amendments to HKAS 12
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to HKAS 12
- HKFRS 17 Insurance Contracts
- Disclosure of Accounting Policies – Amendments to HKAS 1 and HKFRS Practice Statement 2

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.1 Basis of preparation** *(continued)***(c) New standards and interpretations not yet adopted**

A number of new standards and amendments to standards and interpretations have been published that are not mandatory for 31 December 2023 reporting periods and have not been early adopted in preparing the consolidated financial statements for the year ended 31 December 2023.

	<b>Effective Date</b>
Classification of Liabilities as Current or Non-current – Amendments to HKAS 1	1 January 2024
Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (HK Int 5 (2020))	1 January 2024
Non-current liabilities with covenants – Amendments to HKAS 1	1 January 2024
Lease Liability in a Sale and Leaseback – Amendments to HKFRS 16	1 January 2024
Lack of Exchangeability – Amendments to HKAS 21	1 January 2025
Sale or contribution of assets between an investor and its associate or joint venture – Amendments to HKFRS 10 and HKAS 28	To be determined

The new and revised HKFRSs are not expected to have a material impact on the Group's financial performance and position.

**2.2 Subsidiaries****(a) Consolidation**

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

**(i) Business combinations**

A business is defined in HKFRS 3 as an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income or generating other income from ordinary activities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.2 Subsidiaries** *(continued)***(a) Consolidation** *(continued)**(i) Business combinations (continued)*

The three components of a business are: inputs; processes; and outputs. An input is an economic resource that creates outputs, or has the ability to contribute to the creation of outputs when one or more processes are applied to it, such as non-current assets, intellectual property, the ability to access necessary materials or rights, employees and so on. A process is a system, standard, protocol, convention or rule that, when it is applied to an input or inputs creates outputs, or has the ability to contribute to the creation of outputs. Outputs are the result of inputs and processes applied to those inputs that provide goods or services to customers, generate investment income (such as interest or dividends) or generate other income from ordinary activities. A business consists of inputs and processes applied to the inputs that have the ability to contribute to the creation of outputs.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.2 Subsidiaries** *(continued)***(a) Consolidation** *(continued)**(i) Business combinations (continued)*

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss. Intra-group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

*(ii) Changes in ownership interests in subsidiaries without change of control*

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

*(iii) Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

#### 2.2 Subsidiaries *(continued)*

##### **(b) Separate financial statements**

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

##### **(c) Structured entities**

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only, and the relevant activities are directed by means of contractual arrangements. A structured entity often has restricted activities and a narrow and well defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity. Consequently, the Group has determined that the trust plans set up to acquire certain finance lease receivables from the Group are structured entities over which the Group has no control and are therefore not consolidated.

#### 2.3 Associates and joint ventures

##### **Associate**

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

##### **Joint arrangements**

Under HKFRS 11 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

Investments in associates and joint ventures are accounted for using the equity method of accounting, after initially being recognised at cost. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The equity-accounted investment includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in an equity-accounted investment, any difference between the cost of the equity-accounted investment and the share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill. If the ownership interest in an equity-accounted investment is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.3 Associates and joint ventures** *(continued)****Joint arrangements*** *(continued)*

The Group's share of post-acquisition profit or loss is recognised in the consolidated statement of income, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the equity-accounted investment, including any other unsecured long-term receivables that, in substance, form part of the investor's net investment in the associate or joint ventures, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the equity-accounted investment.

The Group determines at each reporting date whether there is any objective evidence that the equity-accounted investment is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

Profits and losses resulting from upstream and downstream transactions involving assets that do not constitute a business between the Group and its equity-accounted investments are recognised in the Group's financial statements only to the extent of unrelated investor's equity-accounted investments. Unrealised gains in excess of the carrying amount of the investment in associates and joint ventures are recognised as deferred gains in "other liabilities and accruals" on the consolidated balance sheet. The deferred gain will not impact profit and loss, until the associate and joint ventures sell the assets that the deferred gain relates to, at which time the deferred gain related to the asset would be released to profit or loss. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. The profit or loss resulting from a downstream transaction involving assets that constitute a business, as defined in HKFRS 3, between the Group and its associate or joint venture is recognised in full in the consolidated financial statements. Accounting policies of associates and joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group. Gains or losses on dilution of equity-accounted investments are recognised in profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.4 Foreign currency translation****(a) Functional and presentation currency**

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional and the Group's presentation currency. Functional currencies of the subsidiaries of the Company mainly include Renminbi ("RMB"), US dollar ("US\$") and HK\$.

**(b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of income.

**(c) Group companies**

The results and financial position of all the entities of the Group (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions);
- (iii) all resulting foreign exchange differences are recognised in other comprehensive income.

**2.5 Property, plant and equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment charge. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of income during the financial period in which they are incurred.

Depreciation is calculated on the straight-line method to allocate their cost to their residual values over their estimated useful lives.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.5 Property, plant and equipment** *(continued)*

The estimated useful lives and estimated residual value rate are as follows:

Type of assets	Estimated useful lives	Estimated residual value rate
Aircraft and engine	25 years from the date of manufacture	5 – 15%
Leasehold improvements	Shorter of lease term or 3 years	0%
Office equipment	2 to 5 years	5%
Office building	50 years	0%
Others	4 to 10 years	0%

The assets' residual values and useful lives of the assets are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.6).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount. Gains and losses on disposal of aircraft are recognised within net income from aircraft transactions and aircraft components trading in the consolidated statement of income. Gains and losses on disposal of other property, plant and equipment are recognised within other operating income/expenses in the consolidated statement of income.

**2.6 Impairment of non-financial assets**

Assets that have an indefinite useful life or are not yet available for use are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

**2.7 Non-current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of derecognition. Non-current assets are not depreciated or amortised while they are classified as held for sale.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.8 Investments and other financial assets****(a) Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. The debt instruments shall be classified as financial asset not at fair value through profit or loss ("FVPL") if the cash flow characteristics cannot pass the test on solely payments of principal and interest on the principal amount. Otherwise, the classification of debt instruments will depend on the business model provided the fair value option is not elected.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. The equity instruments are classified as FVPL in general. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**(b) Recognition and derecognition**

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. Finance lease receivables are regarded as financial assets for the purpose of derecognition.

**(c) Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.8 Investments and other financial assets** *(continued)***(c) Measurement** *(continued)**Debt instruments*

Subsequent measurement of debt instruments depends on the classification of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other operating income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other (losses)/gains, net, together with foreign exchange gains and losses.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other (losses)/gains, net. Interest income from these financial assets is included in other operating income using the effective interest rate method. Foreign exchange gains and losses are presented in other (losses)/gains, net and impairment losses are presented as separate line item in the consolidated statement of income.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other (losses)/gains, net in the period in which it arises.

*Equity instruments*

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other operating income when the Group's right to receive payments is established.

Changes in the fair value of financial asset at fair value through profit or loss are recognised in other (losses)/gains, net in the consolidated statement of income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

#### 2.8 Investments and other financial assets *(continued)*

##### **(d) Impairment**

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and other receivables. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For operating lease receivables and finance lease receivables except for unguaranteed residual values for which impairment is subject to the requirements under HKAS 36, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the lease receivables.

#### 2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Certain financial assets and financial liabilities of the Group are subject to enforceable master netting arrangements or similar agreements. The agreement between the Group and the counterparty generally allows for net settlement of the relevant financial assets and financial liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and financial liabilities will be settled on a gross basis, however, each party to the master netting arrangements or similar agreements will have the option to settle all such amounts on a net basis in the event of default of the other party. The financial assets and financial liabilities of the Group that are subject to such enforceable master netting arrangements or similar agreements are not offset in accordance with HKFRSs.

#### 2.10 Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of exposures to variability in cash flows (cash flow hedges) that is attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction.

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.10 Derivative financial instruments and hedging activities** *(continued)*

The fair values of derivative financial instruments designated in hedge relationships are disclosed in notes to the consolidated financial statements. Movements on the hedging reserve in shareholders' equity are shown in the consolidated statement of changes in equity.

***Cash flow hedges that qualify for hedge accounting***

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges is recognised in other comprehensive income and accumulated in equity. The gain or loss relating to the ineffective portion is recognised immediately in other (losses)/gains, net in the consolidated statement of income.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the forecast transaction being hedged affects profit or loss (for example, when the interest payment that is hedged occurs). They are recorded in the expense lines in the consolidated statement of income in which the related hedged item is reported.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any gain or loss on the hedging instrument that has been accumulated in equity from the period when the hedge was effective remains in equity. When the forecast transaction is ultimately recognised in profit or loss, the related accumulated hedge gain or loss in equity is reclassified to profit or loss. When a forecast transaction is no longer expected to occur, any accumulated hedge gain or loss in equity is immediately reclassified and included in other (losses)/gains, net in the consolidated statement of income.

***Derivatives that do not qualify for hedge accounting***

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other (losses)/gains, net.

**2.11 Equity instruments**

Financial instruments issued by the Group are classified as equity instruments when both of the following conditions are satisfied:

- (a) The financial instruments have no contractual obligation to pay in cash or other financial assets to other parties nor to exchange financial assets or liabilities under potential adverse condition with other parties;
- (b) The financial instruments should and can be settled via equity instruments of the Group. For non-derivative instruments, the instruments have no contractual obligation to be settled by delivering fixed number of equity instruments of the Group. For derivative instruments, they can only be settled through the exchange of fixed number of the Group's equity instruments with fixed amount of cash or other financial assets.

Perpetual capital securities issued by the subsidiaries of the Company with no contractual obligation to repay the principal or to pay any distribution are classified as perpetual capital securities in equity of the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

#### 2.12 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value, and less any repaid principal is recognised in the consolidated statement of income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs and is included in the computation of the loan's effective interest rate. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interests related to progress payments made in respect of aircraft in the process of construction on forward order are capitalised and such amounts are added to prepayments on aircraft. The amount of interest capitalised is the actual interest costs incurred on funding specific to the progress payments or the amount of interest costs which could have been avoided in the absence of such progress payments.

Other borrowing costs are expensed as incurred.

#### 2.13 Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

##### **(a) Current income tax**

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the jurisdictions where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

#### 2.13 Current and deferred income tax *(continued)*

##### **(b) Deferred income tax**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted before the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

##### **(c) Offsetting**

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.14 Provisions**

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

**2.15 Leases****(a) Where the Group is lessee**

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects such penalties upon the Group exercising a purchase option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

#### 2.15 Leases *(continued)*

##### **(a) Where the Group is lessee** *(continued)*

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of office premises are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of twelve months or less.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(continued)***2.15 Leases** *(continued)***(b) Where the Group is lessor***Finance lease*

A finance lease is a lease that the Group as the lessor uses to transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. The Group recognises assets held under a finance lease as finance lease receivable at an amount equal to net investment in the lease, which is the gross investment in the lease discounted at the interest rate implicit in the lease. The gross investment in the leases is the sum of the lease payments receivable and any unguaranteed residual value accruing to the lessor. At the commencement of the lease term, the lease payments included in the measurement of the net investment in the lease mainly comprise the following payments for the right to use the underlying asset during the lease term that are not received at the commencement date: (a) fixed payments less any lease incentives payable; (b) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; (c) any residual value guarantees provided to the lessor by the lessee, a party related to the lessee or a third party unrelated to the lessor that is financially capable of discharging the obligations under the guarantee.

The Group recognises finance income over the lease term, based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

Initial direct costs, such as commissions, legal fees and internal costs that are incremental and directly attributable to negotiating and arranging a lease, are included in the initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

A lessor shall account for a modification to a finance lease as a separate lease if both: (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and (b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a modification to a finance lease that is not accounted for as a separate lease, a lessor shall account for the modification as follows: (a) if the lease would have been classified as an operating lease had the modification been in effect at the inception date, the lessor shall: (i) account for the lease modification as a new lease from the effective date of the modification; and (ii) measure the carrying amount of the underlying asset as the net investment in the lease immediately before the effective date of the lease modification. (b) otherwise, the lessor shall apply the requirements of HKFRS 9.

See Note 2.8 for accounting policies for derecognition and impairment of finance lease receivables.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

#### 2.15 Leases *(continued)*

##### **(b) Where the Group is lessor** *(continued)*

###### *Operating lease*

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income.

A lessor shall account for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

See Note 2.8 for accounting policies for impairment of operating lease receivables.

#### 2.16 Revenue and income recognition

##### **(a) Finance lease income**

The finance income under a finance lease is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. Variable lease payments that do not depend on an index or a rate is recognised as income in the period in which the event or condition that triggers those payments occurs.

##### **(b) Operating lease income**

The lease payments under operating lease are recognised as income on a straight-line basis over the lease term. Variable lease payments that do not depend on an index or a rate is recognised as income in the period in which the event or condition that triggers those payments occurs.

##### **(c) Interest income**

Interest income on financial assets at amortised cost is recognised within other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

#### 2.16 Revenue and income recognition *(continued)*

**(d) Net income from aircraft components trading**

Net income from aircraft components trading originates primarily from the sale of engine and airframe parts. The sale is recognised when the relevant asset is delivered and the control of the relevant asset has been transferred to the buyer.

**(e) Service income**

Service income is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously.

#### 2.17 Segment reporting and segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

The Group is mainly engaged in the provision of aircraft leasing services to global airline companies. Accordingly, the Group considers that it only has a single reportable segment from both business and geographic perspectives and therefore only provides relevant entity-wide information.

### 3 SUMMARY OF OTHER ACCOUNTING POLICIES

This note provides a list of other potentially material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 3.1 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in liabilities, if any.

#### 3.2 Aircraft components trading assets

Aircraft components trading assets consist primarily of engine and airframe parts. Aircraft components trading assets are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchases, costs of conversion and other costs incurred in bringing the aircraft components trading assets to their present location and condition.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 SUMMARY OF OTHER ACCOUNTING POLICIES *(continued)*

#### 3.3 Share capital and treasury shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or share options are recognised in equity as a deduction from the proceeds.

Where any group company purchases the Company's equity instruments, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to shareholders of the Company as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to shareholders of the Company.

#### 3.4 Employee benefits

##### **(a) Employee leave entitlements**

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick and maternity leave are not recognised until the time of leave.

##### **(b) Pension obligations**

The Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities or trustees. The Group's liability in respect of these plans is limited to the contributions payable in each period. Contributions to these plans are expensed as incurred and not reduced by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions. Assets of the plans are held and managed by government authorities or trustees and are separate from those of the Group.

##### **(c) Profit-sharing and bonus plan**

The Group recognises a liability and an expense for bonuses and profit sharing, based on formulae that take into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**3 SUMMARY OF OTHER ACCOUNTING POLICIES** *(continued)***3.5 Share-based payments****(a) Equity-settled share-based payment transactions**

The Group operates a number of equity-settled, share-based compensation plans, under which the Group receives services from employees or consultants as consideration for equity instruments (options) of the Group. The fair value of the services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

At the end of each reporting period, the Group revises its estimates of the number of shares over which the options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of income, with a corresponding adjustment to equity.

In addition, in some circumstances employees or consultants may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (and share premium).

**(b) Share-based payment transactions among group entities**

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the financial statements of the Company.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3 SUMMARY OF OTHER ACCOUNTING POLICIES *(continued)*

#### 3.6 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are recognised in the consolidated statement of income over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the consolidated statement of income on a straight-line basis over the expected lives of the related assets.

#### 3.7 Dividend distribution

Dividend distribution to the shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the shareholders or directors, where appropriate.

#### 3.8 Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are mainly given by the Company to banks, financial institutions and other bodies to support subsidiaries in securing loans, overdrafts and other banking facilities.

Where a financial guarantee in relation to borrowings or other payables of subsidiaries is provided for no compensation, its fair value is accounted for as an equity contribution and recognised as part of the cost of the investment in subsidiaries in the financial statements of the Company.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT

## 4.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency exchange risk and interest rate risk), credit risk and liquidity risk. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise the potential adverse effects on the Group's financial performance.

## 4.1.1 Market risk

## (a) Currency exchange risk

In the normal course of business, the Group is exposed to currency exchange risks as certain portion of cash and cash equivalents, restricted cash, financial assets including finance lease receivables and other assets, financial liabilities including bank borrowings, medium-term notes, bonds and debentures, and other liabilities and accruals held by the Group are denominated in currencies other than functional currency of the Group entities. The aircraft leasing income and certain borrowings used to finance the leases are denominated in US\$, while some borrowings are denominated in RMB. Currency exchange risk may arise when the finance lease receivables, operating lease receivables and certain borrowings are denominated in different currencies. The management of the Group closely monitors currency exchange risks and hedges the exposure where necessary and appropriate. In order to mitigate RMB exchange rate risks, the Group uses the currency forward contracts to hedge its exposure to currency exchange risk. The hedge accounting was not applied for these currency forward contracts. The fair value changes of which were recognised in other (losses)/gains, net, please refer to Note 21 and Note 30.

The following table is the breakdown of financial assets and liabilities denominated in RMB held by companies whose functional currency is US\$ or HK\$:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Cash and cash equivalents	<b>1,056,227</b>	649,087
Other financial assets	<b>343,397</b>	205,287
<b>Total financial assets</b>	<b>1,399,624</b>	854,374
Borrowings	<b>(3,850,937)</b>	(784,207)
Medium-term notes	<b>(1,656,173)</b>	(1,696,509)
Bonds and debentures	<b>(3,527,366)</b>	(2,598,653)
Other financial liabilities	<b>(468,070)</b>	(478,734)
<b>Total financial liabilities</b>	<b>(9,502,546)</b>	(5,558,103)
Notional amount of currency forward contracts	<b>2,595,825</b>	2,604,290
<b>Net exposure</b>	<b>(5,507,097)</b>	(2,099,439)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**4 FINANCIAL RISK MANAGEMENT** *(continued)***4.1 Financial risk factors** *(continued)***4.1.1 Market risk** *(continued)**(a) Currency exchange risk (continued)*

As at 31 December 2023, the Group had one outstanding currency swap contract with notional principal of US\$15,684,000 (equivalent to approximately HK\$122,462,000) (2022: US\$15,684,000 (equivalent to approximately HK\$122,458,000)). For details, please refer to Note 21(a).

The following table indicates the potential effect on profit before tax of a 5% appreciation or depreciation of RMB against US\$ as at 31 December 2023 and 2022.

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Profit before tax		
– 5% appreciation of RMB against US\$	(276,191)	(110,418)
– 5% depreciation of RMB against US\$	276,191	110,418

*(b) Cash flow and fair value interest rate risk*

Finance lease receivables and borrowings at floating rates expose the Group to cash flow interest rate risk. Finance lease receivables, borrowings, bonds and debentures and medium-term notes at fixed rates expose the Group to fair value interest rate risk.

The Group's primary objective is to manage cash flow interest rate risk.

The Group manages the cash flow interest rate risk by matching the rental rates of aircraft leases with interest rates of bank and other borrowings. Interest rate exposure arises when rental rates of the leases and the interest rates of corresponding bank and other borrowings do not match. The following table indicates the amount of bank and other borrowings exposed to interest rate risk as at 31 December 2023 and 2022.

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Borrowings exposed to US\$ London Interbank Offered Rate ("LIBOR")	–	16,319,859
Borrowings exposed to US\$ Secured Overnight Financing Rate ("SOFR")	23,439,080	5,962,198
Borrowings exposed to RMB Loan Prime Rate ("LPR")	1,313,703	3,668,483
	24,752,783	25,950,540

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.1 Financial risk factors (continued)

## 4.1.1 Market risk (continued)

## (b) Cash flow and fair value interest rate risk (continued)

Interest rate swaps are used to manage the variability in future interest cash flows of bank and other borrowings, arising due to changes in market interest rates. The amounts and timing of future cash flows, representing both principal and interest flows, are projected for bank and other borrowings on the basis of their contractual terms and other relevant factors, including estimates of prepayments. The cash flows are used to determine the effectiveness and ineffectiveness.

As at 31 December 2023, the Group had 18 outstanding floating-to-fixed interest rate swaps (2022: 27 swaps) to manage its unmatched interest rate risk exposure. Under the interest rate swaps, the Group agrees with other parties to exchange, at specified intervals (primarily quarterly), the difference in the amount of interest between the fixed rate and the floating rate calculated by reference to the agreed notional amounts. For the remaining unhedged exposure, the Group closely monitors the interest rate risk exposure trend and will consider hedging the exposure where necessary and appropriate.

	As at 31 December			
	2023	2022		
	Notional amount HK\$'000	Carrying Value HK\$'000	Notional amount HK\$'000	Carrying Value HK\$'000
Interest rate swaps				
Exposed to US\$ LIBOR	–	–	5,277,723	202,272
Exposed to US\$ SOFR	2,819,884	47,244	169,198	9,283
	2,819,884	47,244	5,446,921	211,555

The effects of the interest rate swaps on the Group's financial position and performance are as follows:

	Year ended 31 December	
	2023	2022
<i>Interest rate swaps</i>		
Carrying amount, net (HK\$'000)	47,244	211,555
Notional amount (HK\$'000)	2,819,884	5,446,921
Maturity date	2024 – 2025	2023 – 2025
Hedge ratio	1:1	1:1
Change in fair value of outstanding hedging instruments since 1 January (HK\$'000)	(164,747)	347,430
Change in value of hedged item used to determine hedge effectiveness (HK\$'000)	164,286	(342,944)
Weighted average hedged rate for the year	2.1%	2.0%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**4 FINANCIAL RISK MANAGEMENT** *(continued)***4.1 Financial risk factors** *(continued)***4.1.1 Market risk** *(continued)**(b) Cash flow and fair value interest rate risk (continued)*

The Group performs sensitivity analysis by measuring the impact of a change in interest rates as at 31 December 2023 and 2022. It is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit before tax by approximately HK\$75,803,000 (2022: decreased/increased the Group's profit before tax by approximately HK\$43,948,000); and would also have increased/decreased the Group's reserves by approximately HK\$6,387,000 (2022: HK\$37,481,000), because of the impact of cash flow hedge interest derivatives.

The sensitivity analysis above indicates the impact on the Group's lease income and interest expense that would arise assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 50 basis point change represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date.

In March 2021, the UK Financial Conduct Authority (FCA) announced the date on which LIBOR will be discontinued. All GBP, CHF, EUR, JPY LIBOR settings and the one-week and two-month US\$ LIBOR settings had discontinued after 31 December 2021 and the remaining US\$ LIBOR settings had discontinued after 30 June 2023.

The Group has applied both the first set of amendments ('Phase 1') and the second set of amendments ('Phase 2') to HKFRS 9 and HKAS 39 applicable to hedge accounting, which has no material impact to the Group. Under these amendments, changes made to a financial instrument measured at other than fair value through profit or loss that are economically equivalent and required by interest rate benchmark reform, do not result in the derecognition or a change in the carrying amount of the financial instrument. Instead they require the effective interest rate to be updated to reflect the change in the interest rate benchmark. In addition, hedge accounting will not be discontinued solely because of the replacement of the interest rate benchmark if the hedge meets other hedge accounting criteria.

During the year ended 31 December 2023, the transition of all legacy contracts of interest rate swaps and all legacy contracts of bank and other borrowings linked to US\$ LIBORs was undertaken successfully.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**4 FINANCIAL RISK MANAGEMENT** *(continued)***4.1 Financial risk factors** *(continued)***4.1.2 Credit risk**

The Group takes on exposure to credit risk, which is the risk that counterparty will cause a financial loss for the Group by failing to discharge an obligation. Significant changes in economy, or in the health of the industry segment that represents a concentration in the Group's portfolio (see (d) below), could result in losses that are different from those provided for at the balance sheet date. The Group therefore carefully manages its exposure to credit risk. Credit exposures of the Group arise principally in aircraft leasing service, loans to associates and joint ventures, and other financial assets.

*Credit risk on aircraft leasing service*

The Group implements its industry risk management system according to its plan based on actual situation with focus on industry research, counterparty credit rating, and understanding of the lessee's operations, financial condition as well as their shareholders' support. The Group also obtained deposits from the lessees (Note 22). All these strengthen the control and management of credit risk.

## (a) Probability of default

Default risk – in the event of default, the Group may demand return of aircraft, repossession of aircraft or disposal of aircraft, whenever appropriate. In addition, the Group may request for a security deposit or security deposit letter of credit which it may apply towards the payment or discharge of any obligation owed by the lessee.

Late payment risk – in the event of late payment, the Group is entitled to charge interest at the default rate on any part of lease rental not paid when due until the same shall be paid. Such interest will accrue on a day to day basis. In addition, the Group may request for a security deposit which it may apply towards the payment or discharge of any obligation owed by the lessee.

## (b) Risk limit control and mitigation policies

The Group manages limits and controls concentrations of credit risk wherever they are identified, in particular, to assess the lessees' repayment ability periodically.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**4 FINANCIAL RISK MANAGEMENT** *(continued)***4.1 Financial risk factors** *(continued)***4.1.2 Credit risk** *(continued)**Credit risk on aircraft leasing service (continued)*

## (c) Impairment allowance policies

The Group applies the simplified approach on measuring expected credit losses prescribed by HKFRS 9, which uses the lifetime expected loss provision for lease receivables. To measure the expected credit losses, the relevant receivables are grouped based on shared credit risk characteristics such as financial performance and stability, future growth, default history and other relevant factors.

The loss allowances of credit risk are estimated according to net exposure analysis and assumptions about risk of default and expected loss rates. The net exposure is determined based on the finance lease receivable or operating lease receivable balance, net of the unguaranteed residual value in the case of a finance lease, and other cash collaterals such as security deposits over the contractual term. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The Group assesses the business performance and credit risks of the airline companies on a regular basis. In view of the economic conditions, the operation of airlines and the collection history of the receivable due from them, management provided accumulated expected credit loss of HK\$6,920,000 (2022: HK\$11,841,000) for finance lease receivables (Note 8) and HK\$203,556,000 (2022: HK\$187,516,000) for operating lease receivables (Note 10(b)) as at 31 December 2023.

Credit risk exposure on operating leases receivables:

	<b>As at 31 December</b>			
	<b>2023</b>		<b>2022</b>	
	<b>Gross carrying amount HK\$'000</b>	<b>Accumulated expected credit losses allowance HK\$'000</b>	<b>Gross carrying amount HK\$'000</b>	<b>Accumulated expected credit losses allowance HK\$'000</b>
Asia	276,410	114,736	280,316	133,293
Europe	19,623	19,623	29,808	22,778
Americas	152,592	69,197	182,301	31,445
	<b>448,625</b>	<b>203,556</b>	492,425	187,516

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.1 Financial risk factors (continued)

## 4.1.2 Credit risk (continued)

*Credit risk on aircraft leasing service (continued)*

## (c) Impairment allowance policies (continued)

Credit risk exposure on finance lease receivables (excluding the unguaranteed residual values):

	As at 31 December		2022	
	2023		Gross	Accumulated
	Gross	expected	Gross	expected
	carrying	credit losses	carrying	credit losses
	amount	allowance	amount	allowance
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Asia	4,418,535	6,920	4,204,864	11,841

## (d) Concentration of credit risk

During the year ended 31 December 2023, the lessees of the Group are airline companies located in the Mainland China and other countries or regions globally. Please see Note 8, Note 10(b) and Note 23 for an analysis of lease receivables and lease income. If any of them experiences financial difficulties, the recovery of the Group's finance lease receivables and operating lease receivables through regular lease payments might be adversely affected and the Group may have to resort to recovery through repossession of the leased assets.

*Credit risk on loans to associates and joint ventures and other financial assets*

The Group is also exposed to credit risk associated with loans and loan commitments, and financial guarantees to associates and joint ventures. Please refer to Note 5.1(e), Note 7, Note 36 and Note 37 for details.

The Group assesses whether there are any indicators of impairment for investments in associates and joint ventures at the end of each reporting period. Investments in associates and joint ventures are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of investment in associates or joint ventures exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. When value in use calculations are undertaken, the Group must estimate the present values of cash flows expected to arise from continuing to hold the investments and choose a discount rate commensurate with the associated risk in order to calculate the present values of those cash flows.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 4 FINANCIAL RISK MANAGEMENT *(continued)*

#### 4.1 Financial risk factors *(continued)*

##### 4.1.2 Credit risk *(continued)*

###### *Credit risk on loans to associates and joint ventures and other financial assets (continued)*

The Group evaluates expected credit losses of loans to associates and joint ventures at the end of each reporting period. Management considers a number of factors in expected credit loss assessment including but not limited to associates and joint ventures' current and expected financial positions, business environment and industry performance, current and forward-looking economic factors, collection history and past experience. For loans that are repayable on demand, expected credit losses are based on the assumption that repayment of the loan is demanded at the reporting date. If the borrower has sufficient accessible highly liquid assets in order to repay the loan if demanded at the reporting date, the expected credit loss is likely to be immaterial. If the borrower could not repay the loan if demanded at the reporting date, the Group considers the expected manner of recovery, including a 'repay over time' strategy or a fire sale of less liquid assets, to measure expected credit losses. Please refer to Note 7 and Note 36(b)(ii) for details.

In addition, the Group is exposed to credit risk associated with cash in banks and derivative financial assets. Management considers that these instruments have a low risk of default and the counterparties have a strong capacity to meet their contractual obligations.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.1 Financial risk factors (continued)

## 4.1.3 Liquidity risk

The following table sets forth the assets and liabilities of the Group which are expected to be recovered or due to be settled within twelve months after the balance sheet date:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
<b>Current assets</b>		
Loans to associates and joint ventures	37,612	16,552
Finance lease receivables – net	312,851	241,394
Financial assets at fair value through profit or loss	–	126,022
Derivative financial assets	53,673	145,658
Prepayments and other assets	489,492	532,810
Assets classified as held for sale	1,425,254	1,425,199
Aircraft components trading assets	1,934	5,245
Restricted cash	321,075	770,161
Cash and cash equivalents	5,295,875	3,552,533
	<b>7,937,766</b>	<b>6,815,574</b>
<b>Current liabilities</b>		
Deferred income tax liabilities	203,323	199,545
Borrowings	16,192,484	15,698,907
Bonds and debentures	1,871,034	1,131,071
Derivative financial liabilities	34,131	37,289
Income tax payables	66,056	45,850
Interest payables	392,690	297,689
Other liabilities and accruals	1,983,317	2,081,901
	<b>20,743,035</b>	<b>19,492,252</b>
Net current liabilities	<b>(12,805,269)</b>	<b>(12,676,678)</b>

The assets and liabilities of the Group not included in the above table are expected to be recovered or due to be settled in more than twelve months after the balance sheet date.

As at 31 December 2023, borrowings of HK\$16.2 billion under current liabilities mainly comprised of borrowings of HK\$7.6 billion from aircraft acquisition financing (“aircraft loans”), HK\$1.6 billion from PDP financing and HK\$7.0 billion from other borrowings. The borrowings related to the assets classified as held for sale were disclosed as current liabilities (Note 11). The repayment of above aircraft loans will be partially funded by the collection of operating lease receivables of HK\$3.5 billion (Note 37(d)) (which has not been included under current assets above) that is expected to be received from airlines in the next twelve months from 31 December 2023. Repayment of PDP financing and other financing is expected to be funded by existing loan facilities and/or new aircraft loans when aircraft is delivered based on industry practice and prior experience.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.1 Financial risk factors (continued)

## 4.1.3 Liquidity risk (continued)

Besides, the Group will consider to raise funds through working capital and PDP financing, aircraft loans, debt financing, and the asset-light strategy for disposal of aircraft. In light of the above and other relevant factors as stated in Note 2.1(a), the Group expects to have sufficient working capital to finance its operations, to meet its financial obligations, including the net current liabilities as of 31 December 2023 and those capital commitments in the next twelve months from 31 December 2023.

The following table shows the remaining contractual maturities (or the earliest date a financial liability may become payable in the absence of a fixed maturity date) at the balance sheet date of the Group's financial liabilities as well as loan commitments and short-term lease commitments, based on contractual undiscounted cash flows:

	Less than one year HK\$'000	Between one and two years HK\$'000	Between two and five years HK\$'000	Over five years HK\$'000	Total HK\$'000
<b>As at 31 December 2023</b>					
<b>Financial liabilities</b>					
Borrowings	18,423,830	8,648,642	13,674,078	9,603,067	50,349,617
Medium-term notes	74,561	1,731,461	–	–	1,806,022
Bonds and debentures	2,116,844	1,772,937	2,574,108	–	6,463,889
Other liabilities and accruals (i)	1,377,554	55,733	75,652	107,614	1,616,553
Derivative financial instruments	34,131	113,604	–	–	147,735
Off balance sheet short term lease commitments (Note 37(c))	50	–	–	–	50
<b>As at 31 December 2022</b>					
<b>Financial liabilities</b>					
Borrowings	17,884,645	8,935,989	11,726,670	6,188,859	44,736,163
Medium-term notes	76,430	76,430	1,774,880	–	1,927,740
Bonds and debentures	1,379,796	2,562,830	2,005,399	–	5,948,025
Other liabilities and accruals (i)	1,365,133	42,119	115,716	126,699	1,649,667
Derivative financial instruments	37,289	15,254	–	–	52,543
Off balance sheet short term lease commitments (Note 37(c))	103	–	–	–	103

- (i) For the purpose of liquidity risk analysis, tax payables, operating lease rentals received in advance, bonuses, directors' fee payables and other non-financial liabilities included in other liabilities and accruals are not included.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.1 Financial risk factors (continued)

## 4.1.4 Disposal of finance lease receivables

Certain wholly-owned subsidiaries of the Group (collectively “the CALC SPCs”) signed contracts with trust plans or banks, pursuant to which, the CALC SPCs transferred to the trust plans or asset-backed securities programme their future lease payments arising from finance leases under their separate aircraft leasing agreements with airline companies.

The trust plans or asset-backed securities programme also appointed the CALC SPCs as the service agent to collect the lease rentals from the airline companies. The services to be provided mainly include maintaining relationship with the airline companies, collecting of rental on behalf of the trust plan. CALC SPCs recognised service fee income over the lease servicing period. For the year ended 31 December 2023, service fee income of HK\$1,406,000 (2022: HK\$1,344,000) was included in Group’s other operating income.

No member of the Group has any option or obligation to reacquire the transferred lease receivables.

The trust plans or asset-backed securities programme are unconsolidated structured entities and the Group has no control over the trust plans or asset-backed securities programme. The following table shows the total assets size of the above mentioned unconsolidated structured entities and the Group’s maximum exposure to the unconsolidated structured entities representing the Group’s maximum possible risk exposure that could occur as a result of the Group’s arrangements with structured entities:

	Size HK\$’000	The trust plan Funding provided by the Group (Note (i)) HK\$’000	Group’s maximum exposure (Note (ii)) HK\$’000
As at 31 December 2023	10,679,241	3,393	122,462
As at 31 December 2022	10,839,381	3,417	122,458

Notes:

- (i) The beneficiary of one of the trust plans has signed a currency swap arrangement with a bank to hedge its currency exposures arising from transfer of the lease rentals during the period from 27 February 2014 to 27 November 2023. The Group has placed a pledged deposit of HK\$3,393,000 (2022: HK\$3,417,000) to the bank in respect of this currency swap on behalf of the trust plan as at 31 December 2023 (Note 12).
- (ii) The Group will convert the US\$ lease rentals received on behalf of one of the trust plans during the period from 27 February 2024 to 27 May 2025 to RMB at a pre-determined exchange rate at its own risk. This arrangement includes a derivative – a currency swap contract. The notional principal of this currency swap contract amounted to US\$15,684,000 (equivalent to approximately HK\$122,462,000) (2022: US\$15,684,000 (equivalent to approximately HK\$122,458,000)). As at 31 December 2023, the fair value of this currency swap contract amounted to HK\$13,913,000 (2022: HK\$9,468,000) and the fair value gains of HK\$4,456,000 (2022: losses of HK\$1,172,000) was recognised in “Other (losses)/gains, net” for the year ended 31 December 2023 (Note 21(a)).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**4 FINANCIAL RISK MANAGEMENT** *(continued)***4.1 Financial risk factors** *(continued)***4.1.4 Disposal of finance lease receivables** *(continued)*

Apart from that disclosed above, the Group did not provide financial or other support to the trust plans or asset-backed securities programme as at 31 December 2023. The Group has no current intentions to provide, or assist in the provision of, financial or other support in any future period.

**4.2 Capital risk management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholders' value in the long term.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may issue new shares, raise new debts, or adjust the amount of dividend paid to shareholders. No changes were made to the objectives, policies or processes for managing capital during the year ended 31 December 2023.

The Group monitors capital risk using gearing ratio, which is calculated as interest-bearing debts included in total liabilities divided by total assets, and asset-liability ratio, which is calculated as total liabilities divided by total assets and interest-bearing debts to equity ratio, which is calculated as interest-bearing debts included in total liabilities divided by total equity. The ratios are as follows:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Interest-bearing debts included in total liabilities	<b>50,511,542</b>	45,104,149
Total liabilities	<b>54,684,765</b>	49,075,863
Total assets	<b>59,824,727</b>	55,332,080
Total equity	<b>5,139,962</b>	6,256,217
Gearing ratio	<b>84.4%</b>	81.5%
Asset-liability ratio	<b>91.4%</b>	88.7%
Interest-bearing debts to equity ratio	<b>9.8:1</b>	7.2:1

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.3 Fair value estimation of financial instruments

Fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Regarding financial instruments, for which there is an active market, the Group employs the quotations in the active market to determine the fair value thereof. If there is no active market for an instrument, the Group estimates fair value using valuation techniques, which include discounted cash flow analysis.

Financial instruments carried at fair value are measured using different valuation techniques. The inputs to valuation techniques used are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities, which already incorporate the market's assumptions with respect to changes in economic climate such as rising interest rates and inflation, as well as changes due to Environmental, Social and Governance ("ESG") risk (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs), which is the case for unlisted equity securities and instruments where ESG risk gives rise to a significant unobservable adjustment (level 3).

**Financial assets and financial liabilities measured at fair values**

The following table presents the Group's financial assets and financial liabilities that were measured at fair values.

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>As at 31 December 2023</b>				
Assets				
Currency swap	–	13,913	–	13,913
Interest rate swaps	–	47,244	–	47,244
Financial assets at fair value through profit or loss	1,164	–	620,585	621,749
	1,164	61,157	620,585	682,906
Liability				
Currency forward contracts	–	147,735	–	147,735

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.3 Fair value estimation of financial instruments (continued)

**Financial assets and financial liabilities measured at fair values (continued)**

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>As at 31 December 2022</b>				
Assets				
Currency swap and forward contracts	–	9,844	–	9,844
Interest rate swaps	–	211,555	–	211,555
Financial assets at fair value through profit or loss	3,425	–	766,037	769,462
	3,425	221,399	766,037	990,861
Liability				
Currency forward contracts	–	52,543	–	52,543

The fair values of the interest rate swaps for hedging and the currency swap and currency forward contracts are determined by using valuation techniques, mainly discounted cash flow analysis. The Group uses its judgements to select the appropriate methods and makes assumptions that are mainly based on market conditions existing at the end of each reporting period. The inputs to the valuation models, including yield curves, US\$/RMB forward rates, are observable either directly or indirectly and thus their fair values are considered to be of level 2 within the fair value hierarchy.

As at 31 December 2023, the financial assets at fair value through profit or loss, measured at level 3 within the fair value hierarchy, mainly consisted of the performance-linked shareholder's loan to CAG Group and shareholder's loan to Feitian No.2 Leasing (Tianjin) Company Limited ("Feitian No.2 (Tianjin)"). The fair value of these financial assets is determined by making reference to discounted cash flow analysis.

The significant unobservable inputs to the valuation model of the shareholder's loan to CAG Group mainly include market interest rate, discount rate, expected rental collection and expected aircraft disposal prices. The Group assessed the sensitivity to changes in unobservable inputs on considering the effect of a change in a particular assumption independently of changes in any other assumptions.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.3 Fair value estimation of financial instruments (continued)

**Financial assets and financial liabilities measured at fair values (continued)**

	As at 31 December		2022	
	2023	Changes in fair value	Increase	Decrease
	Increase HK\$'000	Decrease HK\$'000	HK\$'000	HK\$'000
An increase or decrease in the market interest rate of 1%	(43,488)	43,261	(6,246)	8,589
An increase or decrease in the discount rate of 1%	(12,933)	13,350	(5,465)	5,465
An increase or decrease in the expected aircraft disposal prices of 5%	207,809	(284,301)	181,141	(289,669)
An increase or decrease in the expected rental collection of 1%	1,787	(10,865)	–	(3,904)

The significant unobservable inputs to the valuation model of the shareholder's loan to Feitian No.2 (Tianjin) mainly include aircraft value at the end of lease term and discount rate.

The following table presents the change in level 3 instrument for the year ended 31 December 2023.

	Shareholder's loan to CAG Group HK\$'000	Other financial assets at fair value through profit or loss HK\$'000
As at 1 January 2023	735,429	30,608
Increase in financial assets at fair value through profit or loss	–	79,886
Proceeds from financial assets at fair value through profit or loss	–	(97,592)
Fair value change on the financial assets at fair value through profit or loss	(156,568)	28,280
Currency translation difference	435	107
As at 31 December 2023	579,296	41,289



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4 FINANCIAL RISK MANAGEMENT (continued)

## 4.3 Fair value estimation of financial instruments (continued)

**Financial assets and financial liabilities measured at fair values (continued)**

	Shareholder's loan to CAG Group HK\$'000	Other financial assets at fair value through profit or loss HK\$'000
As at 1 January 2022	750,841	–
Increase in financial assets at fair value through profit or loss	–	30,696
Proceeds from financial assets at fair value through profit or loss	(53,907)	–
Fair value change on the financial assets at fair value through profit or loss	37,418	–
Currency translation difference	1,077	(88)
As at 31 December 2022	735,429	30,608

**Financial assets and financial liabilities carried at amortised cost**

The fair values of cash and cash equivalents, other receivables, loans to associates and joint ventures, interest payables and other payables approximate their carrying amounts because these financial assets and liabilities, which are short term in nature, mature within one year.

The carrying amounts and fair values of finance lease receivables (excluding the unguaranteed residual value), borrowings, medium-term notes and bonds and debentures are as follows:

	As at 31 December			
	2023		2022	
	Carrying amount HK\$'000	Fair value HK\$'000	Carrying amount HK\$'000	Fair value HK\$'000
Finance lease receivables (excluding the unguaranteed residual values)	4,418,535	3,982,483	4,204,864	4,532,366
Borrowings	42,911,870	42,524,333	38,001,150	39,109,293
Medium-term notes	1,656,173	1,742,293	1,696,509	1,782,517
Bonds and debentures	5,943,499	6,092,253	5,406,490	5,647,484

The fair values of the above finance lease receivables (excluding the unguaranteed residual value), borrowings, medium-term notes and bonds and debentures (which are not traded in the active market) are estimated by discounting the future cash flows at the current market rates available to the Group for similar financial instruments. Their fair values are considered to be of level 2 within the fair value hierarchy.

The fair values of other bonds and debentures (which are traded in the active market) are determined based on the quoted prices in the respective markets. Their fair values are considered to be of level 1 within the fair value hierarchy.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 5 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### 5.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

##### **(a) Impairment of aircraft and engines**

The Group conducts impairment assessment of aircraft and engines whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. These assessments are primarily triggered by potential sale transactions, leasing transactions, early terminated leases, credit events impacting lessees or forecasted significant and permanent declines in the demand for asset types.

The Group engaged external valuers to assist management for performing aircraft and engine valuation. When estimating the fair value of aircraft and engines, the Group determined the fair value of aircraft and engines by referencing quoted prices from similar transaction orders or valuation report from external valuers. When estimating the value in use of aircraft and engines, the Group considers expected future cash flows based on the key assumptions mainly including the follow-on lease assumptions, residual values of aircraft and engines and discount rates.

The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. If the carrying amount of aircraft or engines exceeds their estimated recoverable amount, it is written down immediately to its recoverable amount.

##### **(b) Fair value measurement of shareholder's loan to CAG Group**

As disclosed in Note 4.3, the fair value assessment of shareholder's loan to CAG Group, measured at level 3 fair value hierarchy, requires management to make judgements and estimates, including the appropriateness of the adoption of applicable valuation methods and using various unobservable inputs. Valuation methods used include discounted cash flow model. Significant assumptions adopted by management in the valuation include market interest rate, discount rate, expected rental collection and expected aircraft disposal prices. Changes in these assumptions and estimates could materially affect the respective fair value of the investments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**5 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS** *(continued)***5.1 Critical accounting estimates and assumptions** *(continued)***(c) Estimation of unguaranteed residual value on leased assets**

Unguaranteed residual value is a portion of the residual value of a leased asset, the realisation of which by the lessor is not assured or is guaranteed solely by a party related to the lessor. The unguaranteed residual value of the aircraft at the inception of the lease is based on management's estimates with reference to valuation reports issued by independent valuers. Please refer to Note 8 for the unguaranteed residual values recognised at the end of each reporting period.

The estimation of unguaranteed residual value at the inception of the leases impacts the determination of unearned finance income. Subsequent to initial recognition, estimated unguaranteed residual values are reviewed regularly. If there is a reduction in the estimated unguaranteed residual value, the income allocation over the remaining lease term will be revised and the reduction in respect of net present value of unguaranteed residual value will be adjusted immediately in profit or loss. The directors of the Company are of the opinion that there had been no impairment in the carrying amount of the unguaranteed residual value as at 31 December 2023.

The residual value of each aircraft is estimated by management and reasonably supported by an aircraft industry publication providing aircraft valuation for general reference. The unguaranteed residual values of the aircraft under the 48 (2022: 49) finance leases as at 31 December 2023 were approximately HK\$5,117,617,000 (2022: HK\$5,204,735,000). A 5% decrease in the expected unguaranteed residual value from the management's current estimates would result in a decrease in profit before income tax for the year ended 31 December 2023 by approximately HK\$12,319,000 (2022: HK\$10,947,000).

**(d) Impairment of finance lease receivables and operating lease receivables**

The Group calculates expected credit losses through estimating the risk exposure of default and expected credit loss rate. The expected credit loss rate is determined based on estimation of probability of default and loss given default. In determining the expected credit loss rate, the Group considers the Group's past history, existing market conditions as well as forward looking estimates. The Group regularly monitors and reviews assumptions related to the calculation of expected credit losses. Please refer to Note 8 and Note 10(b) for detailed information.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**5 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS** *(continued)***5.1 Critical accounting estimates and assumptions** *(continued)***(e) Impairment of investments in and loans to associates and joint ventures**

The Group assesses whether there are any indicators of impairment for investments in associates and joint ventures at the end of each reporting period. Investments in associates and joint ventures are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of investment in associates or joint ventures exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. When value in use calculations are undertaken, the Group must estimate the present values of cash flows expected to arise from continuing to hold the investments and choose a discount rate commensurate with the associated risk in order to calculate the present values of those cash flows.

The Group evaluates expected credit losses of loans to associates and joint ventures at the end of each reporting period. Management considers a number of factors in expected credit loss assessment including but not limited to associates and joint ventures' current and expected financial positions, business environment and industry performance, current and forward-looking economic factors, collection history and past experience. For loans that are repayable on demand, expected credit losses are based on the assumption that repayment of the loan is demanded at the reporting date. If the borrower has sufficient accessible highly liquid assets in order to repay the loan if demanded at the reporting date, the expected credit loss is likely to be immaterial. If the borrower could not repay the loan if demanded at the reporting date, the Group considers the expected manner of recovery, including a 'repay over time' strategy or a fire sale of less liquid assets, to measure expected credit losses.

**(f) Income taxes and deferred tax**

The Group is subject to taxation in multiple jurisdictions and, in many cases, the ultimate tax treatment is not determined until concluded with the relevant tax authority. Consequently, the directors are required to exercise significant judgement in determining the appropriate amount of tax provisions based on the key underlying assumptions, including the profit forecast and the estimated realisable values of the aircraft at the end of lease terms. Since the settlement of the Group's tax position is subject to future negotiation with various tax authorities, the calculation of the provision is subject to inherent uncertainty. Please refer to Note 17 and Note 31 for the detailed information of deferred income tax liabilities and income tax expenses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**5 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS** *(continued)***5.2 Critical judgements in applying the Group's accounting policies****(a) Classification of leases**

The Group has entered into certain aircraft leases whereby the Group has determined that it has transferred substantially all the risks and rewards incidental to ownership of the leased aircraft to the lessees, as the present values of the minimum lease payments (which include lease payments and residual values guaranteed by third parties) of the lease amount to at least substantially all of the fair values of the leased assets at the inception of the leases. Accordingly, the Group has excluded the aircraft from its consolidated balance sheet and has instead, recognised finance lease receivables (Note 8). Otherwise the Group includes the aircraft under operating lease in property, plant and equipment. The determination of whether the Group has transferred substantially all the risks and rewards incidental to ownership depends on an assessment of the relevant arrangements relating to the lease and this has involved critical judgements by management.

**(b) Disposal of finance lease receivables**

The Group considers that the trust plans or asset-backed securities programme as described in Note 4.1.4 are structured entities which are run according to predetermined criteria that are part of its initial design.

The Group has assessed that it does not control the trust plans or asset-backed securities programme as the Group does not have the current ability to direct the relevant activities of the trust plans or asset-backed securities programme. Accordingly, the trust plans or asset-backed securities programme are not consolidated by the Group. The determination of whether there are controls over the trust plans or asset-backed securities programme depends on an assessment of the relevant arrangements relating to the trust plans or asset-backed securities programme and this has involved critical judgements by management. For further details about these unconsolidated structured entities, see Note 4.1.4.

The directors assessed the Group has transferred substantially all the risks and rewards related to the lease receivables to the trust plans or asset-backed securities programme, and thus the corresponding finance lease receivables were derecognised.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**5 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS** *(continued)***5.2 Critical judgements in applying the Group's accounting policies** *(continued)***(c) Consolidation assessment of CAG Group**

In June 2018, the Group and some mezzanine financiers jointly established CAG Group at a shareholding ratio of 20% and 80% respectively, which is principally engaged in lease-attached aircraft portfolio investment. The Group provides aircraft and lease management service to CAG Group.

The directors have assessed and concluded that the Group does not control CAG Group but has a significant influence over CAG Group. The determination of the Group's level of involvement with another entity will require exercise of judgement under certain circumstances. The Group controls an entity 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. The Group also considers, in particular, whether it obtains benefits from its power to control the entity. As such, the classification of the entity as a subsidiary, a joint venture, a joint operation, an associate or an equity investment requires the application of judgement through the analysis of various factors, such as whether CAG Group is a structured entity, the percentage of ownership interest held in the entity, CAG Group's purpose and design, CAG Group's relevant activities, the decision-making authority about its relevant activities, whether the rights of the Group give it current ability to direct CAG Group's relevant activities, the Group's exposure or rights to variable returns from its involvement with CAG Group and the ability to use its power over CAG Group to affect the amount of the Group's returns. This assessment involves critical judgement by management.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 6 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

	Aircraft and engine HK\$'000	Leasehold improvements HK\$'000	Office equipment HK\$'000	Office building HK\$'000	Right-of-use assets HK\$'000	Others HK\$'000	Total HK\$'000
<b>Year ended 31 December 2023</b>							
Opening net book amount	27,268,078	1,068	9,889	41,023	26,566	7,749	27,354,373
Additions	9,312,722	-	2,590	-	468	-	9,315,780
Depreciation and impairment	(1,597,488)	(1,068)	(3,517)	(912)	(14,208)	(1,630)	(1,618,823)
Assets classified as held for sale	(261,299)	-	-	-	-	-	(261,299)
Disposals	(1,169,693)	-	(361)	-	-	(337)	(1,170,391)
Write-off	-	-	-	-	(741)	-	(741)
Currency translation difference	(125,815)	-	943	4	(218)	13	(125,073)
Closing net book amount	33,426,505	-	9,544	40,115	11,867	5,795	33,493,826
<b>As at 31 December 2023</b>							
Cost	38,702,151	8,526	29,607	45,482	55,760	16,271	38,857,797
Accumulated depreciation and impairment	(5,275,646)	(8,526)	(20,063)	(5,367)	(43,893)	(10,476)	(5,363,971)
Net book amount	33,426,505	-	9,544	40,115	11,867	5,795	33,493,826
<b>Year ended 31 December 2022</b>							
Opening net book amount	23,151,163	2,671	8,056	41,875	31,685	8,310	23,243,760
Additions	9,270,857	-	5,399	-	9,178	1,280	9,286,714
Depreciation and impairment	(1,319,287)	(1,603)	(3,545)	(929)	(13,095)	(1,842)	(1,340,301)
Assets classified as held for sale	(764,966)	-	-	-	-	-	(764,966)
Disposals	(2,239,939)	-	-	-	-	-	(2,239,939)
Write-off (Note 28)	(565,631)	-	-	-	-	-	(565,631)
Currency translation difference	(264,119)	-	(21)	77	(1,202)	1	(265,264)
Closing net book amount	27,268,078	1,068	9,889	41,023	26,566	7,749	27,354,373
<b>As at 31 December 2022</b>							
Cost	31,442,978	8,549	28,870	45,480	57,507	17,218	31,600,602
Accumulated depreciation and impairment	(4,174,900)	(7,481)	(18,981)	(4,457)	(30,941)	(9,469)	(4,246,229)
Net book amount	27,268,078	1,068	9,889	41,023	26,566	7,749	27,354,373

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**6 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS** (continued)

Lease rentals amounting to HK\$3,598,207,000 relating to the lease of aircraft and engine for the year ended 31 December 2023 are included in operating lease income in the consolidated statement of income (2022: HK\$2,967,565,000).

As at 31 December 2023, the net book value of aircraft amounted to HK\$32,824,283,000 (2022: HK\$26,797,986,000).

As at 31 December 2023, the net book value of aircraft under operating leases amounting to HK\$25,391,195,000 (2022: HK\$22,213,195,000) were pledged as collateral for bank and other borrowings for aircraft acquisition financing and borrowings from trust plans (Note 18).

During the year ended 31 December 2023, impairment of HK\$71,952,000 was made (2022: HK\$74,466,000).

**7 INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES**

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Investments in and loans to associates and joint ventures – carrying amount after share of results	<b>1,778,883</b>	1,552,837
Accumulated expected credit losses on loans to associates and joint ventures	<b>(249,254)</b>	(198,427)
	<b>1,529,629</b>	1,354,410

As at 31 December 2023, the Group had interests in the following principal associates and joint ventures:

<b>Name of entity</b>	<b>Place of incorporation</b>	<b>Principal activities</b>	<b>% of equity interest</b>	<b>Nature of relationship</b>	<b>Measurement method</b>
Aircraft Recycling International Limited ("ARI") (a)	Cayman Islands	Investment holding	48%	Associate	Equity
CAG (Notes 5.2(c) and 9)	Bermuda	Aircraft leasing	20%	Associate	Equity
FLARI Aircraft Maintenance & Engineering Company Co., Ltd ("FLARI") (b)	PRC	Line maintenance, base maintenance, technical training	54.12%	Associate	Equity
HNCA&CALC One (Tianjin) Leasing Company Limited ("HNCA One (Tianjin)") (c)	PRC	Aircraft leasing	49%	Joint venture	Equity
HNCA&CALC Two (Tianjin) Leasing Company Limited ("HNCA Two (Tianjin)") (c)	PRC	Aircraft leasing	49%	Joint venture	Equity
Feitian No.2 (Tianjin) (c)	PRC	Aircraft leasing	20%	Joint venture	Equity
PT Transnusa Aviation Mandiri ("TAM") (d)	Indonesia	Commercial air transportation services	49%	Joint venture	Equity
PT Linkavia Asia Indonesia ("LAI") (e)	Indonesia	Commercial air transportation services	49%	Joint venture	Equity



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 7 INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES *(continued)*

(a) ARI is an investment holding company and its subsidiaries (collectively as "ARI Group") have operations mainly in the Mainland China, United States and other countries and are principally engaged in providing asset management services and comprehensive solutions for dealing with second lease and mid-life to mature aircraft. As at 31 December 2023, the net liabilities of ARI Group was HK\$607,723,000 (2022: net liabilities of HK\$513,823,000), and as a result, the Group's equity interests in ARI was reduced to zero (2022: Zero). No further losses were recorded unless the investor had incurred legal or constructive obligations or made payments on behalf of the associate. As at 31 December 2023, the Group's carrying amount of outstanding loans to ARI amounted to HK\$1,252,136,000 (2022: HK\$1,181,449,000). For details, please refer to Note 36(b)(ii).

(b) FLARI has operations mainly in the Mainland China and is principally engaged in line maintenance, base maintenance, technical training, cargo conversion, engineering service and component maintenance. As at 31 December 2022, the Group's outstanding balance of advance to FLARI amounted to HK\$12,551,000. Such balance has been settled in 2023.

As at 31 December 2023, the Group's outstanding shareholders' loans balance receivable from FLARI amounted to HK\$131,984,000 (2022: HK\$56,445,000). For details, please refer to Note 36(b)(iii).

As the result of FLARI is not material to the Group, no summarised financial information of FLARI is disclosed.

(c) HNCA One (Tianjin), HNCA Two (Tianjin) and Feitian No.2 (Tianjin) have operations in the Mainland China and are principally engaged in aircraft leasing businesses. As at 31 December 2023, the Group's outstanding loans balance receivable from HNCA One (Tianjin) and HNCA Two (Tianjin) amounted to HK\$36,808,000 (2022: HK\$35,558,000) and HK\$35,870,000 (2022: HK\$35,511,000), respectively. For details, please refer to Note 36(d).

As the result of HNCA One (Tianjin), HNCA Two (Tianjin) and Feitian No.2 (Tianjin) are not material to the Group, no summarised financial information of HNCA One (Tianjin), HNCA Two (Tianjin) and Feitian No.2 (Tianjin) are disclosed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**7 INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES** *(continued)*

- (d) CALC IDN Limited ("CALC IDN") is a wholly-owned subsidiary of the Company, which holds approximately 72.82% of the share capital in Linkasia Airlines Group Limited ("Linkasia Airlines"). The remaining shares of Linkasia Airlines are owned as to 14.13% by Equal Honour Equity Limited (wholly-owned by Mr. Poon, a substantial shareholder, an executive director and chief executive officer of the Company) and 13.05% by Smart Aviation Investment Limited (wholly-owned by Ms. Liu, an executive director of the Company).

Linkasia Airlines indirectly (i) holds 49% equity interest in TAM and (ii) is beneficially interested in 50% of the voting rights and 75% of the economic interest in TAM. The principal activity of TAM is the operation of an airline based in Indonesia. It also engages in the provision of commercial air transportation services.

Under the Indonesia Law No.1 of 2009 on Aviation and the Indonesian Negative List, air transportation activities are limited to up to 49% foreign shareholding. In addition, a single majority rule applies where it is required that one of the Indonesian shareholders' shareholding must be larger than the shareholding of the foreign investors combined. According to the contractual rights and obligations of each investor, TAM is jointly controlled by the Group and other investor.

As at 31 December 2023, the Group's outstanding shareholder's loan balance receivable from TAM amounted to HK\$14,969,000 (2022: HK\$7,027,000).

As at 31 December 2023, the Group held rental deposits of US\$621,000 (equivalent to approximately HK\$4,849,000) from TAM (2022: US\$1,932,000 (equivalent to approximately HK\$15,085,000)) in relation to aircraft under finance leases and operating leases, please refer to Note 36(i).

As the result of TAM is not material to the Group, no summarised financial information of TAM is disclosed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**7 INVESTMENTS IN AND LOANS TO ASSOCIATES AND JOINT VENTURES** *(continued)*

- (e) Linkasia Airlines indirectly (i) holds 49% equity interest in LAI and (ii) is beneficially interested in 50% of the voting rights and 75% of the economic interest in LAI. The principal activity of LAI is the operation of an airline based in Indonesia. It also engages in the provision of commercial air transportation services.

Under the Indonesia Law No.1 of 2009 on Aviation and the Indonesian Negative List, air transportation activities are limited to up to 49% foreign shareholding. In addition, a single majority rule applies where it is required that one of the Indonesian shareholders' shareholding must be larger than the shareholding of the foreign investors combined. According to the contractual rights and obligations of each investor, LAI is jointly controlled by the Group and other investor.

As the result of LAI is not material to the Group, no summarised financial information of LAI is disclosed.

Save as those disclosed elsewhere in other notes, the above transactions were carried out with related parties at terms negotiated between the Group and the respective parties.

Besides the contingent liabilities disclosed in Note 37(a), there are no other contingent liabilities relating to the Group's interests in associates and joint ventures.

**8 FINANCE LEASE RECEIVABLES – NET**

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Lease payments receivables		
– Not later than one year	<b>159,498</b>	108,711
– Later than one year but not later than two years	<b>1,044,011</b>	188,519
– Later than two years but not later than three years	<b>1,812,018</b>	1,072,186
– Later than three years but not later than four years	<b>1,501,718</b>	1,836,468
– Later than four years but not later than five years	<b>249,815</b>	1,511,864
– Later than five years	<b>669,808</b>	806,670
Total	<b>5,436,868</b>	5,524,418
Less: Unearned finance lease income relating to lease payment receivables	<b>(1,018,333)</b>	(1,319,554)
Present value of lease payment receivables	<b>4,418,535</b>	4,204,864
Add: Present value of unguaranteed residual value	<b>4,165,724</b>	3,979,063
Net investment in leases	<b>8,584,259</b>	8,183,927
Less: Accumulated expected credit losses allowance	<b>(6,920)</b>	(11,841)
Finance lease receivables – net	<b>8,577,339</b>	8,172,086

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**8 FINANCE LEASE RECEIVABLES – NET** *(continued)*

The following table sets forth the finance lease receivables attributable to airline companies:

	As at 31 December			
	2023		2022	
	HK\$'000	%	HK\$'000	%
Categorised by customer in terms of lease receivables:				
Five largest airline companies	6,061,740	71%	5,811,896	71%
Others	2,515,599	29%	2,360,190	29%
Finance lease receivables – net	8,577,339	100%	8,172,086	100%

**9 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	As at 31 December	
	2023	2022
	HK\$'000	HK\$'000
Shareholder's loan to CAG Group (Note (a))	579,296	735,429
Shareholder's loan to Feitian No.2 (Tianjin) (Note (b))	38,160	–
Investment – Aircraft modification (Note (c))	–	27,479
Others	4,293	6,554
	621,749	769,462

Notes:

- (a) CAG uses the fund injected through a performance-linked shareholder's loan from the Group and the mezzanine financing from other investors at a ratio of 20% to 80%, together with a shareholding between the Group and other investors at the same ratio. Pursuant to shareholders' agreement and shareholders' loan agreement, all investors of CAG committed to invest in CAG through shareholders' loan according to the mezzanine financing proportion.
- (b) The Group entered into a shareholder's loan agreement and a subordinated fee agreement with Feitian No.2 (Tianjin). Pursuant to the shareholder's loan agreement and subordinated fee agreement, the Group injected RMB34,065,000 (equivalent to approximately HK\$36,800,000) into Feitian No.2 (Tianjin) in June 2023.
- (c) The Group entered into several cooperation agreements with ARI Group for an investment project to modify airliner into cargo. The investment projects were completed during the year ended 31 December 2023.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**10 PREPAYMENTS AND OTHER ASSETS****(a) PDP and other prepayments and receivables relating to aircraft acquisition**

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
PDP and prepayments and receivables relating to aircraft acquisition	<b>6,677,187</b>	9,559,283
PDP interest capitalised	<b>949,087</b>	886,147
	<b>7,626,274</b>	10,445,430

In December 2014, the Group entered into aircraft purchase agreements with Airbus S.A.S (“Airbus”) for the purchase of 100 aircraft. In December 2017 and January 2018, the Group entered into supplementary agreement with Airbus for the purchase of additional 65 aircraft. In January 2020, the Group entered into supplemental agreement to the aircraft purchase agreements in December 2014 to purchase additional 40 aircraft from Airbus.

In June 2017, the Group entered into aircraft purchase agreement (the “2017 Aircraft Purchase Agreement”) with The Boeing Company (“Boeing”) for the purchase of 50 aircraft. In December 2018, the Group entered into supplemental agreements to the 2017 Aircraft Purchase Agreement (the “2018 Aircraft Purchase Agreement”) to purchase additional 50 aircraft from Boeing. In November 2019, the Group entered into supplemental agreements to the 2017 Aircraft Purchase Agreement and 2018 Aircraft Purchase Agreement with Boeing to adjust its order from 100 aircraft to 92 aircraft. In March 2021, the Group entered into the agreement with Boeing to adjust its order from 92 aircraft to 66 aircraft and to reschedule the delivery of certain aircraft. Pursuant to the announcement dated 14 August 2023, the Company (through a wholly-owned subsidiary of the Company, i.e. the Novator) entered into the Novation Agreement with the Novatee pursuant to which the Novator’s commitment to purchase the remaining 64 aircraft from Boeing shall be novated to the Novatee (the “Novation Arrangement”). The Novation Arrangement has been completed in October 2023 with the proceeds fully received.

PDP were made according to the payment schedules set out in the aircraft purchase agreements. The aircraft will be delivered in stages by end of 2028.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 10 PREPAYMENTS AND OTHER ASSETS (continued)

## (b) Prepayments and other assets

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Operating lease receivables (i)	448,625	492,425
Deposits paid	48,705	28,380
Prepayments and amounts due from related parties (Note 36(f))	98,649	319,386
Deductible input value-added taxes	63,986	68,745
Others (ii)	190,757	195,565
	850,722	1,104,501
Less: Accumulated expected credit losses allowance (i)	(203,556)	(187,516)
	647,166	916,985

- (i) The Group recognised an allowance for impairment losses by providing for expected credit losses when the lessee is expected as not being able to pay the amounts due under its lease agreements.

The aging of the operating lease receivables based on due date was as follows:

	As at 31 December			
	2023		2022	
	HK\$'000	%	HK\$'000	%
Current/deferral	135,656	30%	253,239	52%
Less than 30 days past due	4,180	1%	5,403	1%
30 to 90 days past due	19,277	4%	16,672	3%
More than 90 days past due	289,512	65%	217,111	44%
Total	448,625	100%	492,425	100%

As at 31 December 2023, the accumulated expected credit losses allowance against operating lease receivables amounted to HK\$203,556,000 (2022: HK\$187,516,000) and the net carrying amount of operating lease receivables was HK\$245,069,000 (2022: HK\$304,909,000).

- (ii) The "Others" above were mainly deferred expenses and prepayment to third parties.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**11 ASSETS CLASSIFIED AS HELD FOR SALE**

The Group had signed letters of intent for the disposals of several lease-attached aircraft. These aircraft intended to be disposed of were consequently classified as held for sale. As at 31 December 2023, the carrying amount of assets classified as held for sale was HK\$1,425,254,000 (2022: HK\$1,425,199,000), which were measured at the lower of carrying amount and fair value less costs to sell. The fair value of the assets classified as held for sale was determined based on market price of the aircraft. This is a level 2 measurement as per the fair value hierarchy.

The carrying amount of borrowings related to the assets held for sale was HK\$1,024,308,000 (2022: HK\$1,080,827,000). The borrowings related to the assets held for sale will be repaid before the disposals of aircraft, although the borrowings are not due to be settled within twelve months after the reporting period pursuant to the contractual terms.

**12 RESTRICTED CASH**

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Pledged for bank and other borrowings for aircraft acquisition financing (Note 18(a))	<b>56,323</b>	288,439
Pledged for other bank borrowings (Note 18(c))	<b>313,495</b>	757,357
Pledged for other long-term borrowings (Note 18(d))	<b>44,183</b>	44,199
Pledged for interest rate swap contracts (Note 21(c))	<b>5,167</b>	21,546
Pledged for currency forward contracts (Note 21(b))	<b>121,963</b>	–
Pledged for a currency swap contract (Note 21(a))	<b>3,393</b>	3,417
	<b>544,524</b>	1,114,958

The carrying amounts of the Group's restricted cash are denominated in the following currencies:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
US\$	<b>511,035</b>	1,080,935
RMB	<b>33,489</b>	34,023
	<b>544,524</b>	1,114,958

The average effective interest rate as at 31 December 2023 was 2.78% (2022: 0.74%).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 13 CASH AND CASH EQUIVALENTS

	As at 31 December	
	2023	2022
	HK\$'000	HK\$'000
Cash at bank and on hand	5,295,875	3,552,533

The carrying amounts of the Group's cash and cash equivalents are denominated in the following currencies:

	As at 31 December	
	2023	2022
	HK\$'000	HK\$'000
US\$	4,021,197	2,632,611
RMB	1,237,792	882,136
HK\$	29,988	29,385
EUR	5,732	7,319
Other currencies	1,166	1,082
	5,295,875	3,552,533

The average effective interest rate as at 31 December 2023 was 1.62% (2022: 0.65%).

## 14 SHARE CAPITAL

Ordinary shares, issued and fully paid:

	Par value of each share	Number of issued shares	Share capital in HK\$
Issued:			
As at 1 January 2023 and 31 December 2023	HK\$0.1	744,355,352	74,435,536
As at 1 January 2022	HK\$0.1	747,619,737	74,761,974
Cancellation of shares (a)	HK\$0.1	(4,084,500)	(408,450)
Payment of scrip dividend	HK\$0.1	820,115	82,012
As at 31 December 2022	HK\$0.1	744,355,352	74,435,536

- (a) During the year ended 31 December 2022, 4,084,500 of its own shares acquired by the Company through purchases on the Stock Exchange during the year ended 31 December 2021 were cancelled.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 15 RESERVES

	Share premium HK\$'000	Merger reserve HK\$'000	Capital reserve HK\$'000	Treasury shares HK\$'000	Share- based payments HK\$'000	Hedging reserve HK\$'000	Currency translation differences HK\$'000	Total HK\$'000
<b>Balance as at 1 January 2023</b>	1,522,393	623,720	(166)	-	3,330	197,342	(32,006)	2,314,613
Cash flow hedges (Note 21)	-	-	-	-	-	(149,126)	-	(149,126)
Currency translation differences	-	-	-	-	-	-	6,539	6,539
Share option scheme (a)								
– Value of services	-	-	-	-	1,881	-	-	1,881
– Share options lapsed	-	-	-	-	(363)	-	-	(363)
<b>Balance as at 31 December 2023</b>	<b>1,522,393</b>	<b>623,720</b>	<b>(166)</b>	<b>-</b>	<b>4,848</b>	<b>48,216</b>	<b>(25,467)</b>	<b>2,173,544</b>
	Share premium HK\$'000	Merger reserve HK\$'000	Capital reserve HK\$'000	Treasury shares HK\$'000	Share- based payments HK\$'000	Hedging reserve HK\$'000	Currency translation differences HK\$'000	Total HK\$'000
<b>Balance as at 1 January 2022</b>	1,540,209	623,720	(166)	(22,385)	330	(127,842)	(26,016)	1,987,850
Cancellation of shares (Note 14(a))	(21,890)	-	-	22,385	-	-	-	495
Cash flow hedges (Note 21)	-	-	-	-	-	325,184	-	325,184
Currency translation differences	-	-	-	-	-	-	(5,990)	(5,990)
Share option scheme (a)								
– Value of services	-	-	-	-	3,000	-	-	3,000
Scrip dividends	4,074	-	-	-	-	-	-	4,074
<b>Balance as at 31 December 2022</b>	<b>1,522,393</b>	<b>623,720</b>	<b>(166)</b>	<b>-</b>	<b>3,330</b>	<b>197,342</b>	<b>(32,006)</b>	<b>2,314,613</b>

- (a) On 2 January 2020 and 6 April 2022, the Company granted 10,000,000 share options (“2020 Share Options”) and 20,900,000 share options (“2022 Share Options”), respectively, under the share option scheme adopted by the Company for the purpose of recognising the contribution of participants, including certain directors of the Company and selected employees of the Group, in relation to the growth of the Group. None of the options have been exercised during the year ended 31 December 2023.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 15 RESERVES (continued)

(a) (continued)

During the year ended 31 December 2022, the exercise period of all 2020 Share Options granted to Dr. Zhao Wei (“Dr. Zhao”), an executive director of the Company, were lapsed due to non-acceptance of the extension by Dr. Zhao.

Movement of outstanding share options during the years ended 31 December 2023 and 2022 is as follows:

	Number of share options
As at 1 January 2022	10,000,000
Granted (i)	20,900,000
Lapsed	(10,000,000)
As at 31 December 2022 and 1 January 2023	20,900,000
Lapsed	(875,000)
As at 31 December 2023	<b>20,025,000</b>

(i) The fair value of the 2022 Share Options on the grant date determined by using Binomial valuation model was approximately HK\$0.3 per option.

Significant judgement on parameters, such as spot price at the grant date, risk free interest rate, dividend yield, expected volatility and suboptimal exercise factor are required to be made by the directors in applying the Binomial valuation model. The parameters used are as follows:

Spot share price at the grant date	HK\$5.31
Risk free rate (Note 1)	2.39%
Dividend yield (Note 2)	8.0%
Expected volatility (Note 3)	24.4%
Suboptimal exercise factor	2.5

Notes:

1. Risk free rates were based on Hong Kong Exchange Fund Notes with same duration.
2. Dividend yield was based on historical dividend trend and expected future dividend policy determined by the Company.
3. Expected volatility was determined by using the daily volatility of the Company’s shares in similar duration as at the valuation date.

For share options outstanding as at 31 December 2023, the exercise price per share of 2022 Share Options was HK\$6.36 (2022: HK\$6.36).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**15 RESERVES** (continued)

## (a) (continued)

The amounts of share-based compensation recognised as expenses with a corresponding credit to reserves of the Group during the years ended 31 December 2023 and 2022 are as follows:

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Directors and employees	1,881	3,000

**16 PERPETUAL CAPITAL SECURITIES AND OTHER NON-CONTROLLING INTERESTS**

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Perpetual capital securities (a)	837,013	1,617,351
Other non-controlling interests of ordinary shares	(26,591)	(26,430)
	810,422	1,590,921

## (a) Perpetual capital securities

On 16 December 2020, a subsidiary of the Group (the "Issuer") issued US\$200.0 million floating rate guaranteed perpetual capital securities with the aggregate net proceeds (after transaction cost of HK\$5.0 million) of HK\$1,545.5 million. The perpetual capital securities do not have maturity dates and the distribution payments can be deferred at the discretion of the Issuer. Therefore, the perpetual capital securities are classified as equity instruments and recorded in equity in the consolidated balance sheet. When the Company elects to declare dividends to ordinary shareholders, the Issuer shall make distribution to the holders of perpetual capital securities at the distribution rate as defined in the subscription agreements. During the year ended 31 December 2023, the Group had early redeemed US\$100.0 million (equivalent to approximately HK\$780.8 million) perpetual capital securities.

During the year ended 31 December 2023, the dividend payable had been adjusted based on the actual distribution rate in December 2023 amounting to HK\$166,668,000 (2022: HK\$124,359,000) and settled in December 2023.

The movement of the perpetual capital securities during the year is as follows:

	HK\$'000
As at 1 January 2023	1,617,351
Profit for the year	192,445
Dividends distributed to perpetual capital securities	(166,668)
Redemption of perpetual capital securities	(806,115)
As at 31 December 2023	837,013
As at 1 January 2022	1,474,620
Profit for the year	142,731
As at 31 December 2022	1,617,351

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**17 DEFERRED INCOME TAX LIABILITIES**

The analysis of deferred income tax liabilities is as follows:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Deferred income tax liabilities:		
– To be settled within 12 months	<b>203,323</b>	199,545
– To be settled after 12 months	<b>988,156</b>	857,514
	<b>1,191,479</b>	1,057,059

The movement of the deferred income tax liabilities during the year is as follows:

	<b>Accelerated depreciation of leased assets HK\$'000</b>
<b>Deferred income tax liabilities</b>	
As at 1 January 2023	<b>1,057,059</b>
Charged to profit or loss (Note 31)	<b>136,226</b>
Currency translation difference	<b>(1,806)</b>
As at 31 December 2023	<b>1,191,479</b>
As at 1 January 2022	898,240
Charged to profit or loss (Note 31)	160,872
Currency translation difference	(2,053)
As at 31 December 2022	1,057,059

As at 31 December 2023, certain subsidiaries of the Group had unused tax losses of approximately HK\$2,203,567,000 (2022: HK\$1,647,447,000) available to offset against future profits, for which deferred income tax asset of HK\$431,124,000 (2022: HK\$299,869,000) had not been recognised as their future realisation is uncertain.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**17 DEFERRED INCOME TAX LIABILITIES** (continued)

The expiry dates of the unused tax losses are as follows:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
<b>Year</b>		
2023	–	51,871
2024	51,111	91,383
2025	129,165	129,165
2026	158,633	158,633
2027	340,074	340,074
2028	454,422	–
No expiry date	1,070,162	876,321
	<b>2,203,567</b>	<b>1,647,447</b>

In accordance with the corporate income tax laws in the PRC, a 5% or 10% withholding tax is levied on the dividend declared by the companies established in the PRC to their foreign investors starting from 1 January 2008. No deferred income tax liability has been provided by the Group on the retained earnings of approximately HK\$2,643,227,000 as at 31 December 2023 (2022: HK\$1,583,148,000), expected to be retained by the subsidiaries in the PRC and not to be remitted out of the PRC in the foreseeable future.

**18 BORROWINGS**

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
<b>Bank and other borrowings</b>		
Bank and other borrowings for aircraft acquisition financing (a)	23,309,584	19,083,257
PDP financing (b)	6,127,842	7,180,254
Other bank borrowings (c)	8,802,585	6,821,180
	<b>38,240,011</b>	<b>33,084,691</b>
<b>Other long-term borrowings</b>		
Borrowings from trust plans (d)	4,263,795	4,527,538
Other borrowings (e)	408,064	388,921
	<b>4,671,859</b>	<b>4,916,459</b>
	<b>42,911,870</b>	<b>38,001,150</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**18 BORROWINGS** (continued)**Bank and other borrowings**

- (a) Bank and other borrowings for aircraft acquisition financing are principally based on fixed or floating rates (including US\$ SOFR and RMB LPR). As at 31 December 2023, certain bank borrowings were secured by, in addition to other legal charges, the related aircraft leased to airline companies under either finance leases or operating leases, pledge of the shares in the subsidiaries owning the related aircraft, guarantees from certain companies of the Group, and pledged deposits amounting to HK\$56,323,000 (2022: HK\$288,439,000). As at 31 December 2023, bank and other borrowings of HK\$903,557,000 (2022: HK\$1,938,212,000) were unsecured.
- (b) As at 31 December 2023, PDP financings of HK\$6,127,842,000 (2022: HK\$7,180,254,000) were unsecured, of which HK\$6,127,842,000 (2022: HK\$6,532,430,000) were guaranteed by the Company.
- (c) As at 31 December 2023, other bank borrowings of HK\$312,324,000 were secured by pledged deposits amounting to HK\$313,495,000 (2022: other bank borrowings of HK\$753,678,000 were secured by pledged deposits amounting to HK\$757,357,000). The unsecured other bank borrowings amounted to HK\$8,490,261,000 (2022: HK\$6,067,502,000), of which HK\$3,937,290,000 (2022: HK\$4,073,926,000) were guaranteed by the Company or certain companies of the Group.

The bank and other borrowings are repayable as follows:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Within one year	<b>15,755,542</b>	15,472,882
Between one and two years	<b>6,366,077</b>	6,866,922
Between two and five years	<b>8,207,728</b>	5,859,254
Over five years	<b>7,910,664</b>	4,885,633
	<b>38,240,011</b>	33,084,691

The exposure of bank and other borrowings to interest rate changes at the end of balance sheet date are as follows:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Fixed-interest rate	<b>13,487,228</b>	7,134,151
Floating-interest rate	<b>24,752,783</b>	25,950,540
	<b>38,240,011</b>	33,084,691

The average effective interest rate as at 31 December 2023 of bank and other borrowings was 6.12% (2022: 4.20%). The carrying amounts of borrowings are principally denominated in US\$ and RMB.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**18 BORROWINGS** *(continued)***Bank and other borrowings** *(continued)*

The Group has the following undrawn borrowing facilities:

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
– Expiring within one year	1,815,480	3,472,957
– Expiring beyond one year	670,693	3,227,830
	<b>2,486,173</b>	6,700,787

**Other long-term borrowings**

- (d) As at 31 December 2023, 45 borrowings (2022: 46 borrowings) were provided to the Group by investors under trust plans or an asset-backed securities programme (both are in relation to the disposals of finance lease receivable transactions). The effective average interest rates of the long-term borrowings range from 3.5% to 7.8% (2022: 3.5% to 7.8%) per annum for remaining terms of one to six years (2022: one to seven years). These long-term borrowings were secured by the shares of, and the aircraft held by the relevant subsidiaries, guaranteed by certain companies of the Group, and pledged deposits amounting to HK\$44,183,000 (2022: HK\$44,199,000).
- (e) As at 31 December 2023, four borrowings (2022: four borrowings) were obtained through a structured financing arrangement for four aircraft (2022: four aircraft) delivered to airlines. These borrowings bear an effective interest rate ranging from 3.9% to 5.7% (2022: 3.9% to 5.7%) per annum for their remaining terms of one to two years (2022: two to three years) and were guaranteed by the Company.

**19 MEDIUM-TERM NOTES**

In April 2022, the Group issued three-year medium-term notes, with coupon rate adjustment option for the Group and sell-back option for investors exercisable at the end of the second year, in a principal amount of RMB1.5 billion due in 2025, bearing coupon interest at 4.5% per annum.

As at 31 December 2023, after deducting the issuing cost, the total carrying amount of these notes was HK\$1,656,173,000 (2022: HK\$1,696,509,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 20 BONDS AND DEBENTURES

In March 2017, the Group issued seven-year senior unsecured bonds of US\$200.0 million due in 2024. The bonds bear coupon interest at 5.5% per annum and are payable semi-annually. These bonds were listed on the Stock Exchange and were guaranteed by the Company.

In November 2020, the Group entered into a subscription agreement with an independent third party in relation to the issuance of five-year US\$70.0 million senior unsecured bonds, of which US\$35.0 million were issued in November 2020 and due in 2025 and US\$35.0 million were issued in January 2021 and due in 2026. The bonds bear coupon interest at 5.9% per annum, payable semi-annually.

In August 2021, the Group issued three-year unsecured bonds, with coupon rate adjustment option for the Group and sell-back option for investors exercisable at the end of the second year, in a principal amount of RMB100.0 million due in 2024, bearing coupon rate of 4.2% per annum. These bonds were listed on the Shanghai Stock Exchange. These bonds had been fully repaid at the end of the second year.

In December 2021, the Group issued three-year US\$100.0 million unsecured guaranteed notes due in 2024, bearing coupon interest at 4.85% per annum. These notes were guaranteed by the Company and were listed on the Stock Exchange.

In February 2022, the Group issued three-year RMB1.2 billion private bonds due in 2025, bearing coupon rate of 4.4% per annum.

In October 2022, the Group issued RMB1.0 billion super short-term debentures with a term of 270 days at the coupon rate of 3.56%. These debentures had been fully repaid on maturity.

In June 2023, the Group issued three-year RMB1.5 billion corporate bonds due in 2026, bearing coupon rate of 3.85% per annum. These bonds were listed on the Shanghai Stock Exchange.

In November 2023, the Group issued three-year RMB0.5 billion corporate bonds due in 2026, bearing a coupon rate of 3.58% per annum. These bonds were listed on the Shanghai Stock Exchange.

During the year ended 31 December 2023, the Group repurchased certain amount of bonds on the Stock Exchange for an aggregate amount of US\$51,120,000 (2022: US\$8,200,000).

As at 31 December 2023, the total carrying amount of bonds and debentures was HK\$5,943,499,000 (2022: HK\$5,406,490,000).



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 21 DERIVATIVE FINANCIAL INSTRUMENTS

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Derivative financial assets		
– Currency swap (a)	13,913	9,468
– Currency forward contracts (b)	–	376
– Interest rate swaps (c)	47,244	211,555
	61,157	221,399
Derivative financial liabilities		
– Currency forward contracts (b)	147,735	52,543

- (a) CALC Baoli Limited (“CALC Baoli”), a wholly-owned subsidiary of the Group, signed a contract with an independent third party on 30 December 2013, pursuant to which CALC Baoli transferred its future aircraft finance lease receivables under an aircraft leasing agreement with an airline to a trust plan. CALC Baoli will convert the US\$ lease rentals received on behalf of the third party during the period from 27 February 2024 to 27 May 2025 to RMB at a pre-determined exchange rate at its own risk. This arrangement constituted a derivative – a currency swap contract. The notional principal of this currency swap contract amounted to US\$15,684,000 (equivalent to approximately HK\$122,462,000). As at 31 December 2023, the fair value of this currency swap contract amounted to HK\$13,913,000 (2022: HK\$9,468,000) and the fair value gains of HK\$4,456,000 (2022: losses of HK\$1,172,000) was recognised in “Other (losses)/gains, net” (Note 30) for the year ended 31 December 2023. As at 31 December 2023, this arrangement was secured by a pledged deposit of HK\$3,393,000 (2022: HK\$3,417,000).
- (b) As at 31 December 2023, the Group had 16 outstanding currency forward contracts with notional amount of RMB2,350,000,000 (equivalent to approximately HK\$2,595,810,000) (2022: 22 outstanding currency forward contracts with notional amount of RMB2,300,000,000 (equivalent to approximately HK\$2,604,290,000)) which will expire at various dates from 4 March 2024 to 11 August 2025 (2022: 30 January 2023 to 15 March 2024), to mitigate RMB exchange rate risks. These forward contracts did not satisfy the requirements for hedge accounting, the fair value changes of which were recognised in “Other (losses)/gains, net” (Note 30). As at 31 December 2023, this arrangement was secured by margin deposits of HK\$121,963,000 (2022: Nil).
- (c) As at 31 December 2023, the Group had 18 outstanding interest rate swap contracts (2022: 27 contracts) which will expire at various dates from 26 January 2024 to 24 December 2025 (2022: 28 August 2023 to 24 December 2025), to exchange floating interest rates from SOFR into fixed interest rates in a range of 0.4% to 3.0% (2022: 0.4% to 3.0%). As at 31 December 2023, this arrangement was secured by initial deposits of HK\$5,167,000 (2022: HK\$21,546,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**21 DERIVATIVE FINANCIAL INSTRUMENTS** (continued)

The fair value changes of derivative financial instruments recognised in other comprehensive income and profit or loss are as follows:

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Recognised in other comprehensive income		
Change in fair value of interest rate swaps	(6,638)	303,455
Reclassified from other comprehensive income to profit or loss in respect of:		
– Hedged items that affected profit or loss (i)	(142,488)	21,729
	(149,126)	325,184
Recognised in other (losses)/gains, net of profit or loss		
Changes in fair value attributable to interest rate	–	4,966
Fair value losses on currency forward contracts in RMB	(125,962)	(149,169)
Hedge ineffectiveness	461	4,486
Unrealised gains/(losses) on currency swap	4,456	(1,172)
	(121,045)	(140,889)

(i) Hedged items that have affected profit or loss are primarily recorded within interest expenses.

**22 OTHER LIABILITIES AND ACCRUALS**

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Deposits and fund received for lease and aircraft projects	1,551,489	1,680,254
Consultant and professional fee payable	145,750	106,978
Value-added tax and other taxes	223,788	295,692
Operating lease rentals received in advance	287,830	230,142
Amounts due to related parties (Note 36(g))	9,269	12,256
Amount due to non-controlling interest of a subsidiary (Note 36(h))	7,695	17,149
Lease liabilities	13,053	28,907
Others (including salary and bonus payable)	136,389	147,195
	2,375,263	2,518,573

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**23 LEASE INCOME AND SEGMENT INFORMATION**

During the year ended 31 December 2023, the Group was engaged in the provision of aircraft leasing services to global airline companies. The Group leases its aircraft to airline companies under finance leases or operating leases under which it receives rentals.

The following table sets forth the amounts of total finance and operating lease income attributable to individual airline companies:

	Year ended 31 December			
	2023		2022	
	HK\$'000	%	HK\$'000	%
Categorised by customer in terms of lease income:				
Airline Company – A	1,088,094	26%	811,233	23%
Airline Company – B	669,591	16%	510,091	14%
Airline Company – C	252,442	6%	182,880	5%
Airline Company – D	213,045	5%	231,659	7%
Airline Company – E	181,668	4%	181,712	5%
Others	1,794,363	43%	1,624,673	46%
Total finance and operating lease income	4,199,203	100%	3,542,248	100%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**24 NET INCOME FROM AIRCRAFT TRANSACTIONS AND AIRCRAFT COMPONENTS TRADING**

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Aircraft transactions (a)	118,276	203,991
Aircraft components trading (b)	6,225	3,081
	124,501	207,072

**(a) Aircraft transactions**

The net gain from aircraft transactions for the year ended 31 December 2022 included the gain from disposal of five aircraft, including the disposal of one aircraft to Feitian No.2 (Tianjin) (Note 36(e)) and the disposal of four aircraft to third parties.

The net gain from aircraft transactions for the year ended 31 December 2023 included the gain from disposal of five aircraft, including the disposal of one aircraft to Feitian No.2 (Tianjin) (Note 36(e)) and the disposal of four aircraft to third parties, and the gain from the novation of aircraft purchase agreement.

**(b) Aircraft components trading**

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Sales from aircraft components trading assets	9,832	8,845
Less: Cost of aircraft components trading assets	(3,607)	(5,764)
Profit from aircraft components trading assets	6,225	3,081

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 25 OTHER INCOME

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Government grants (a)	171,773	211,999
Interest income from loans to associates and joint ventures	110,675	100,065
Bank interest income	87,878	32,696
Asset management service fees income from CAG Group (Note 36(c))	18,381	19,192
Others	51,286	57,730
	<b>439,993</b>	<b>421,682</b>

- (a) Government grants represent the grants and subsidies received from the Mainland China government to support the development of aircraft leasing industry.

## 26 INTEREST EXPENSES

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Interest expense on borrowings	2,665,469	1,609,472
Settlements on interest rate swaps designated as cash flow hedges – transfer from other comprehensive income	(142,027)	26,215
Interest expense on medium-term notes	76,328	88,035
Interest expense on bonds and debentures	284,106	289,209
	<b>2,883,876</b>	<b>2,012,931</b>
Less: interest capitalised on qualifying assets (a)	(639,395)	(402,424)
	<b>2,244,481</b>	<b>1,610,507</b>

- (a) Interest expenses capitalised on qualifying assets represent the amount of interest on interest-bearing debts which is directly attributable to the acquisition of aircraft and was capitalised as the cost of aircraft upon delivery of aircraft.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 27 OTHER OPERATING EXPENSES

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Employee benefit expenses (Note 29)	171,162	184,097
Value-added tax surcharges and other taxes	26,573	24,444
Professional service expenses	79,232	75,559
Rental and utilities expenses	5,623	5,281
Office and meeting expenses	11,990	11,355
Travelling and training expenses	12,139	10,565
Auditor's remuneration		
– Audit service	4,741	4,476
– Non-audit service	2,156	3,666
Others	27,428	25,892
	<b>341,044</b>	<b>345,335</b>

## 28 COMPENSATION RECEIVED FROM/(NET WRITE-OFF OF) AIRCRAFT REMAINED IN RUSSIA

Following the conflicts between Russia and Ukraine in February 2022 and subsequent sanctions in relation to commercial activities with businesses in Russia imposed by the European Union, the United States of America, the United Kingdom and other countries (the "Sanctions"), in March 2022, in compliance with the Sanctions, the Group terminated leasing arrangements with Russian lessees in respect of two owned aircraft (the "Aircraft"), representing less than 2% of the number of the Group's owned fleet of 165 as at 31 December 2023. The Group has been maintaining dialogue with the Russian lessees, actively seeking to repossess the Aircraft. As at 31 December 2023, one of the engines located outside Russia (the "Engine") is under control by the Group.

Although the Group is vigorously pursuing all available means to recover its losses, given the unprecedented nature of the event and the uncertainty regarding the repossession of the aircraft from Russia in the foreseeable future and the insurance claims, the Group has determined prudently that the net book value of the aircraft amounting to HK\$565.6 million (excluding the net book value of the Engine) should be fully written down, which is offset by the security deposit and maintenance reserves received amounting to HK\$126.6 million, resulting in a net write-off of HK\$439.0 million for the year ended 31 December 2022, which was a non-cash transaction. During the year ended 31 December 2023, the Group received HK\$185.4 million insurance claim compensation for one of the Aircraft.

## 29 EMPLOYEE BENEFIT EXPENSES

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Wages, salaries and bonuses	148,912	164,403
Share-based compensation (Note 15(a))	1,881	3,000
Welfare, medical and other expenses	20,369	16,694
	<b>171,162</b>	<b>184,097</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**30 OTHER (LOSSES)/GAINS, NET**

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Unrealised gains/(losses) on currency swap	4,456	(1,172)
Currency exchange losses in US\$	(1,253)	(11,219)
Currency exchange gains in RMB	73,282	334,661
Fair value losses on currency forward contracts in RMB	(125,962)	(149,169)
Changes in fair value attributable to interest rate	461	(25,900)
Fair value (losses)/gains on financial assets at fair value through profit or loss	(130,555)	37,418
	<b>(179,571)</b>	<b>184,619</b>

**31 INCOME TAX EXPENSES**

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Current income tax:		
Mainland China, Hong Kong and others	157,352	146,909
Deferred income tax (Note 17)	136,226	160,872
	<b>293,578</b>	<b>307,781</b>

**Mainland China**

The subsidiaries incorporated in the Mainland China are subject to the PRC corporate income tax ("CIT") at a rate of 25% (2022: 25%), except for certain subsidiaries which are subject to the preferential tax treatments. The leasing income of the subsidiaries in the Mainland China is subject to VAT at 13%.

**Hong Kong**

Certain subsidiaries incorporated in Hong Kong are subject to the standard Hong Kong profits tax rate of 16.5% on their assessable profits.

Profit tax concessions have been announced to the corporations carrying on business as aircraft lessors and aircraft lease managers which satisfy relevant conditions. The taxable amount of rentals derived from leasing of an aircraft to an aircraft operator by a qualifying aircraft lessor is equal to 20% of the tax base. The qualifying profits of qualifying aircraft lessors and qualifying aircraft leasing managers are subject to the half of the normal rate at 8.25%.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**31 INCOME TAX EXPENSES** *(continued)***Others**

The Company and its subsidiaries incorporated in the Cayman Islands are exempted from income tax in the Cayman Islands.

The subsidiaries incorporated in the British Virgin Islands are exempted from income tax in the British Virgin Islands.

The subsidiaries incorporated in Ireland which are taxed in accordance with Section 110 Taxes Consolidation Act 1997 under the Irish tax regime are subject to corporate tax at 25%. Other Irish companies are subject to corporate tax at 12.5%.

The subsidiaries incorporated in the Netherlands are subject to income tax at 15% over the first EUR395,000 of its taxable income and a rate of 25.8% over its taxable income in excess of EUR395,000.

The subsidiaries incorporated in France maybe subject to income tax at rates of up to 27.5% plus social contribution tax.

The subsidiaries incorporated in Singapore are subject to income tax at rates of up to 17%.

The subsidiaries incorporated in Malta are subject to income tax at rates of up to 35%.

The subsidiaries incorporated in Labuan are subject to income tax at 3%.

The subsidiaries incorporated in Bermuda are exempted from income tax in Bermuda.

The subsidiaries incorporated in the Abu Dhabi Global Market (“ADGM”) are exempted from income tax in ADGM.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**31 INCOME TAX EXPENSES** *(continued)*

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of 25% during the year ended 31 December 2023. The difference is analysed as follows:

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Profit before income tax	513,735	523,465
Tax calculated at a tax rate of 25%	128,434	130,866
Effects of:		
– Different tax rates applicable to different subsidiaries of the Group	3,456	(14,322)
– Income not subject to tax	(122,238)	(60,186)
– Non-deductible expenses	171,248	147,419
– Utilisation of previously unrecognised tax losses	(105,931)	(11,364)
– Tax losses for which no deferred income tax assets were recognised	218,609	115,368
Tax charge	293,578	307,781

**32 EARNINGS PER SHARE****(a) Basic**

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the years ended 31 December 2023 and 2022.

	Year ended 31 December	
	2023	2022
Profit attributable to shareholders of the Company (HK\$'000)	28,256	73,598
Weighted average number of ordinary shares in issue (number of shares in thousands)	744,355	743,897
Basic earnings per share (HK\$ per share)	0.038	0.099

**(b) Diluted**

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: share options. Share options are dilutive where they would result in the issue of ordinary shares for less than the average market price of ordinary shares during the financial period. For share options outstanding as at 31 December 2023 and 2022, as the exercise price per share is higher than average market price of ordinary shares, it is not assumed that the outstanding share options have been exercised in the calculation of the diluted earnings per share for the years ended 31 December 2023 and 2022.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**33 DIVIDENDS**

A final dividend of HK\$0.15 per ordinary share totalling HK\$111.7 million for the year ended 31 December 2022 was paid by cash in July 2023.

An interim dividend of HK\$0.15 per ordinary share totalling HK\$111.7 million was paid by cash in October 2023.

On 19 March 2024, the Board recommended a final dividend of HK\$0.15 per ordinary share totalling HK\$111.7 million and proposed a scrip dividend option to be offered, which is calculated based on 744,355,352 issued shares as at 19 March 2024. The proposed dividend is not reflected as a dividend payable in the consolidated financial statements as at 31 December 2023, and will be reflected as an appropriation of retained earnings for the year ending 31 December 2024.

	<b>Year ended 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Interim dividend paid of HK\$0.15 (2022: HK\$0.15) per ordinary share	<b>111,653</b>	111,653
Proposed final dividend of HK\$0.15 (2022: HK\$0.15) per ordinary share	<b>111,653</b>	111,653
<b>Total</b>	<b>223,306</b>	223,306

**34 NET DEBT RECONCILIATION**

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Cash and cash equivalents	<b>5,295,875</b>	3,552,533
Restricted cash	<b>544,524</b>	1,114,958
Borrowings	<b>(42,911,870)</b>	(38,001,150)
Medium-term notes	<b>(1,656,173)</b>	(1,696,509)
Bonds and debentures	<b>(5,943,499)</b>	(5,406,490)
Derivative financial instruments	<b>(86,578)</b>	168,856
Other liabilities and accruals – lease liabilities	<b>(13,053)</b>	(28,907)
Other liabilities and accruals – amount due to non-controlling interest of a subsidiary	<b>(7,695)</b>	(17,149)
<b>Net debt</b>	<b>(44,778,469)</b>	(40,313,858)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 34 NET DEBT RECONCILIATION (continued)

	Liabilities from financing activities								Total HK\$'000
	Cash and cash equivalents HK\$'000	Restricted cash HK\$'000	Borrowings HK\$'000	Medium- term notes HK\$'000	Bonds and debentures HK\$'000	Derivative financial instruments HK\$'000	Lease liabilities HK\$'000	Amount due to non- controlling interest of a subsidiary HK\$'000	
	<b>Net debt as at 1 January 2023</b>	3,552,533	1,114,958	(38,001,150)	(1,696,509)	(5,406,490)	168,856	(28,907)	
Cash flows	1,825,792	(571,391)	(4,888,385)	-	(589,442)	(131,007)	17,154	-	(4,337,279)
Acquisition - leases	-	-	-	-	-	-	(468)	-	(468)
Currency exchange adjustments	(82,450)	957	106,526	43,855	64,511	(607)	197	-	132,989
Other non-cash movements (a)	-	-	(128,861)	(3,519)	(12,078)	(123,820)	(1,029)	9,454	(259,853)
<b>Net debt as at 31 December 2023</b>	<b>5,295,875</b>	<b>544,524</b>	<b>(42,911,870)</b>	<b>(1,656,173)</b>	<b>(5,943,499)</b>	<b>(86,578)</b>	<b>(13,053)</b>	<b>(7,695)</b>	<b>(44,778,469)</b>
<b>Net debt as at 1 January 2022</b>	4,776,389	237,187	(32,477,860)	(979,816)	(7,022,708)	(28,289)	(34,736)	(25,455)	(35,555,288)
Cash flows	(1,172,400)	882,869	(5,674,412)	(878,422)	1,392,281	(42,793)	14,141	-	(5,478,736)
Acquisition - leases	-	-	-	-	-	-	(9,178)	-	(9,178)
Currency exchange adjustments	(51,456)	(5,098)	255,989	161,729	226,599	(607)	1,408	(59)	588,505
Other non-cash movements (a)	-	-	(104,867)	-	(2,662)	240,545	(542)	8,365	140,839
<b>Net debt as at 31 December 2022</b>	<b>3,552,533</b>	<b>1,114,958</b>	<b>(38,001,150)</b>	<b>(1,696,509)</b>	<b>(5,406,490)</b>	<b>168,856</b>	<b>(28,907)</b>	<b>(17,149)</b>	<b>(40,313,858)</b>

- (a) Other non-cash movements mainly arising from disposal and acquisition of borrowings, fair value change of derivative financial instruments and amortisation of upfront fees and issuing cost of borrowings, medium-term notes and bonds and debentures.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 35 EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

## (a) Directors' emoluments

Year ended 31 December 2023

	Fees HK\$'000	Basic salaries and allowances HK\$'000	Discretionary bonuses HK\$'000	Housing allowance HK\$'000	Share- based payments HK\$'000	Employer's contribution to retirement benefit scheme HK\$'000	Total HK\$'000
<i>Chairman, executive director</i>							
Mr. ZHANG Mingao (i)	-	-	-	-	-	-	-
<i>Executive directors</i>							
Mr. POON Ho Man	-	1,818	3,598	-	-	18	5,434
Ms. LIU Wanting	-	3,144	3,708	-	549	18	7,419
<i>Non-executive directors</i>							
Ms. WANG Yun (ii)	-	-	-	-	-	-	-
Mr. WANG Hongyang (iii)	-	-	-	-	-	-	-
<i>Independent non-executive directors</i>							
Mr. CHEOK Albert Saychuan	387	75	-	-	-	-	462
Dr. TSE Hiu Tung, Sheldon	376	75	-	-	-	-	451
Mr. FAN Chun Wah, Andrew, J.P. (iv)	279	60	-	-	-	-	339
Mr. FAN Yan Hok, Philip (v)	143	35	-	-	-	-	178
	1,185	5,207	7,306	-	549	36	14,283

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 35 EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (continued)

## (a) Directors' emoluments (continued)

Year ended 31 December 2022

	Fees HK\$'000	Basic salaries and allowances HK\$'000	Discretionary bonuses HK\$'000	Housing allowance HK\$'000	Share- based payments HK\$'000	Employer's contribution to retirement benefit scheme HK\$'000	Total HK\$'000
<i>Chairman, executive director</i>							
Mr. ZHANG Mingao (i)	-	-	-	-	-	-	-
Dr. ZHAO Wei (vi)	-	-	-	-	-	-	-
<i>Executive directors</i>							
Mr. POON Ho Man	-	1,801	4,536	-	-	18	6,355
Ms. LIU Wanting	-	3,114	4,647	-	795	18	8,574
<i>Non-executive director</i>							
Mr. WANG Hongyang (iii)	-	-	-	-	-	-	-
<i>Independent non-executive directors</i>							
Mr. CHEOK Albert Saychuan	400	70	-	-	-	-	470
Dr. TSE Hiu Tung, Sheldon	303	50	-	-	-	-	353
Mr. FAN Yan Hok, Philip (v)	380	70	-	-	-	-	450
Mr. NIEN Van Jin, Robert (vii)	146	30	-	-	-	-	176
	1,229	5,135	9,183	-	795	36	16,378

Notes:

- (i) Appointed on 14 October 2022
- (ii) Appointed on 11 July 2023
- (iii) Resigned on 11 July 2023
- (iv) Appointed on 14 March 2023
- (v) Retired on 16 May 2023
- (vi) Resigned on 14 October 2022
- (vii) Retired on 23 May 2022

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**35 EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS** *(continued)***(a) Directors' emoluments** *(continued)*

Certain directors also received emoluments from China Everbright Limited ("CEL") and certain related parties of the Group for the year ended 31 December 2023 in relation to their services to these companies.

No emoluments were paid to any directors in respect of accepting office as director and in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking for the year ended 31 December 2023 (2022: Nil).

**(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 directors and three individuals (2022: two directors and three individuals). The emoluments paid to the directors are reflected in the analysis presented above. For the year ended 31 December 2023, the emoluments paid to three (2022: three) remaining individuals are as follows:

	<b>Year ended 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Basic salaries and allowances	<b>11,431</b>	8,669
Discretionary bonuses	<b>8,942</b>	5,333
Share-based payments	<b>183</b>	663
Employer's contribution to retirement benefit scheme	<b>207</b>	280
	<b>20,763</b>	14,945

The emoluments of the above three (2022: three) individuals fell within the following bands:

	<b>Year ended 31 December</b>	
	<b>2023</b>	2022
HK\$4,000,001 to HK\$5,000,000	–	2
HK\$5,000,001 to HK\$6,000,000	<b>1</b>	1
HK\$6,000,001 to HK\$7,000,000	<b>1</b>	–
HK\$9,000,001 to HK\$10,000,000	<b>1</b>	–

During the years ended 31 December 2023 and 2022, no directors or any of the five highest paid individuals received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office. No directors waived or agreed to waive any emoluments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**36 RELATED PARTY TRANSACTIONS**

Apart from the share option arrangement with key management and related parties as disclosed in Note 15(a), the following transactions were carried out with related parties at terms negotiated between the Group and the respective parties.

**(a) Transactions with China Everbright Group Ltd. (“CE Group”) and its subsidiaries**

CE Group is the sole shareholder of China Everbright Holdings Company Limited (“CE Hong Kong”). CE Hong Kong is the indirect controlling shareholder of CEL and CEL indirectly holds approximately 38.08% equity interest in the Company as at 31 December 2023.

**(i) Deposit, loan and facilities services provided by CE Group**

On 14 May 2015, the Company entered into a deposit services framework agreement, a loan services framework agreement and an assignment of finance lease receivables framework agreement with CE Group. Pursuant to the deposit services framework agreement, CE Group may provide deposit services to the Group through its associate, China Everbright Bank Company Limited (“CE Bank”). Pursuant to the loan services framework agreement, CE Group may provide secured loan services and guarantees to the Group through CE Bank and through the trustee of a trust plan of which CE Group is a beneficiary. Pursuant to the assignment of finance lease receivables framework agreement, the Group may assign the finance lease receivables to the trustee.

	Year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Interest income from CE Group	6,232	4,845
Interest expenses to CE Group	307,824	241,220
Loans upfront and arrangement fee to CE Group	2,829	7,121
Transactions handling charges to CE Group	4,021	6,171

	As at 31 December	
	2023 HK\$'million	2022 HK\$'million
Bank deposits placed in CE Group	649.6	676.2
Borrowings due to CE Group	4,292.7	4,238.2
Undrawn facilities provided by CE Group	734.0	1,380.6

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**36 RELATED PARTY TRANSACTIONS** *(continued)***(b) Transactions with ARI Group and FLARI****(i) Service provided by ARI Group**

	<b>Year ended 31 December</b>	
	<b>2023</b>	<b>2022</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Service fee charged by: ARI Group	<b>4,934</b>	8,837

**(ii) Transactions with ARI Group**

Pursuant to the shareholders' loan agreement dated 6 April 2016, the Group granted loans to ARI which are secured by pledge of shares in a subsidiary of ARI, bearing interest at 4% per annum above the prime lending rate quoted by the Bank of China (Hong Kong) Limited which is accrued daily and payable in arrears of six monthly intervals from the date of issue of the loan note. On 15 October 2018, a supplemental agreement was entered into to revise the interest rate to 3% per annum above the prime lending rate quoted by the Bank of China (Hong Kong) Limited with effect from 28 November 2018. As at 31 December 2023, the outstanding shareholders' loan balances receivable from ARI amounted to HK\$1,252,136,000 (2022: HK\$1,181,449,000) (Note 7) and the interest income for the year ended 31 December 2023 was HK\$100,321,000 (2022: HK\$94,220,000).

Pursuant to the factoring arrangement with ARI Group dated 16 November 2020, which is secured by the receivables from a subsidiary of ARI, the Group provided the advance of RMB1.0 million (equivalent to approximately HK\$1.2 million), which is charged at 5% per annum and payable in arrears of three monthly intervals. The balance has been settled in 2022.

During the year ended 31 December 2020, the Group entered into a letter of intent with ARI Group relating to the purchase of five engines, which would be delivered in 2021, with total consideration of US\$55,000,000 (equivalent to approximately HK\$426,388,000). During the year ended 31 December 2021, the Group entered into supplemental agreements with ARI Group to reschedule the delivery of the above engines to be no later than 2022. During the year ended 31 December 2022, ARI Group delivered one engine to the Group and the Group entered into supplemental agreements with ARI Group to reschedule the delivery of the remaining four engines to be no later than 2023. During the year ended 31 December 2023, ARI Group delivered two engines to the Group and supplemental agreement was entered with ARI Group to reschedule the delivery of the remaining two engines to be no later than 2024. As at 31 December 2023, the Group had placed interest-free deposit amounting to HK\$98,358,000 (2022: HK\$189,808,000).



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**36 RELATED PARTY TRANSACTIONS** *(continued)***(b) Transactions with ARI Group and FLARI** *(continued)***(ii) Transactions with ARI Group** *(continued)*

During the year ended 31 December 2022, the Group entered into a letter of intent with ARI Group relating to the purchase of two aircraft intended to be delivered in 2023, with total consideration of US\$46,558,000 (equivalent to approximately HK\$363,516,000). As at 31 December 2022, the Group had placed deposit amounted to US\$16,440,000 (equivalent to approximately HK\$128,360,000). The amount had been fully refunded during the year ended 31 December 2023 upon expiry of the letter of intent.

The Group entered into several cooperation agreements with ARI Group for investment projects to modify airliner into cargo. As stipulated in the cooperation agreements, the Group's committed investment is approximately US\$10.0 million (equivalent to approximately HK\$78.1 million). As the owner of the aircraft, ARI Group is responsible for the sale of the aircraft following the modification into cargo. After the Group and ARI Group have recovered their investment in the project, the remaining sale proceeds will be distributed between the Group and ARI Group, with the Group's sharing ranging from 10%-60%. The investment projects were completed during the year ended 31 December 2023 and the Group has received HK\$97,592,000 from the investment projects.

**(iii) Transaction with FLARI**

Pursuant to the shareholders' credit line agreement, the Group granted several loans to FLARI, which are interest bearing from 6.6% to 8.5% per annum (2022: 6.6% to 8.5% per annum) and are calculated on quarterly basis on the actual amount of the shareholders' loan drawn down. As at 31 December 2023, the outstanding shareholders' loan balances receivable from FLARI was amounted to HK\$131,984,000 (2022: HK\$56,445,000) (Note 7) and the interest income for the year ended 31 December 2023 was HK\$7,516,000 (2022: HK\$2,032,000).

Pursuant to the sale and leaseback agreement dated 26 May 2021, the Group purchased items of plant and machinery and office equipment and leased back to FLARI with proceeds of RMB20,000,000 (equivalent to approximately HK\$24,524,000). The proceeds are bearing interest at 8% per annum and payable in arrears of three monthly intervals. As at 31 December 2023, FLARI has repaid all outstanding advance balance (2022: HK\$12,551,000) and the interest income for the year ended 31 December 2023 was HK\$294,000 (2022: HK\$1,325,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**36 RELATED PARTY TRANSACTIONS** *(continued)***(c) Transactions with CAG Group**

	<b>Year ended 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Asset management service fees income from CAG Group	<b>18,381</b>	19,192

During the year ended 31 December 2023, the Group entered two operating lease arrangements of two engines with CAG Group (2022: Nil). The operating lease income during the year ended 31 December 2023 was HK\$2,669,000 (2022: Nil).

**(d) Transaction with HNCA One (Tianjin), HNCA Two (Tianjin) and Feitian No.2 (Tianjin)**

Pursuant to the shareholder's loan agreement signed in December 2020, the Group granted loans to HNCA One (Tianjin) and HNCA Two (Tianjin), which was unsecured and interest bearing at 4% per annum.

As at 31 December 2023, the outstanding balance receivables from HNCA One (Tianjin) and HNCA Two (Tianjin) were amounted to HK\$36,808,000 (2022: HK\$35,558,000) and HK\$35,870,000 (2022: HK\$35,511,000), respectively (Note 7), and the interest income for the year ended 31 December 2023 was HK\$1,236,000 (2022: HK\$1,290,000) and HK\$1,226,000 (2022: HK\$1,288,000), respectively.

Pursuant to the shareholder's loan agreement signed in December 2022 and June 2023, the Group granted loan to Feitian No.2 (Tianjin), which was unsecured and interest bearing at 2.1% per annum.

Pursuant to the subordinated fee agreement entered with Feitian No.2 (Tianjin) as mentioned in Note 9, a subordinated fee would be charged by the Group on an annual basis.

As at 31 December 2023, the outstanding balance receivables from Feitian No.2 (Tianjin) were amounted to HK\$38,160,000 (Note 9).

**(e) Disposal of aircraft to Feitian No.2 (Tianjin)**

During the year ended 31 December 2023, the Group disposed of one (2022: one) aircraft to Feitian No.2 (Tianjin) at consideration of HK\$486.0 million (2022: HK\$419.6 million) and recorded net income from aircraft transactions in the consolidated statement of income.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**36 RELATED PARTY TRANSACTIONS** *(continued)***(f) Prepayments and amounts due from related parties**

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Prepayments to ARI Group (Note 36(b)(ii))	<b>98,358</b>	318,170
Amount due from ARI Group and others	<b>291</b>	1,216
	<b>98,649</b>	319,386

The above amounts due from related parties were unsecured, interest-free and repayable on demand.

**(g) Amounts due to related parties**

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
ARI Group (i)	<b>3,514</b>	12,256
LAI (ii)	<b>5,755</b>	–
	<b>9,269</b>	12,256

(i) The amounts due to related parties were unsecured, interest-free and repayable on demand.

(ii) The amounts due to related parties were unsecured, interest bearing at 4% per annum and repayable in three months.

**(h) Amount due to non-controlling interest of a subsidiary**

As at 31 December 2023, Linkasia Airlines, a non-wholly owned subsidiary of the Group has the outstanding balance due to its shareholder, Equal Honour Equity Limited (wholly-owned by Mr. Poon, a substantial shareholder, an executive director and chief executive officer of the Company) of HK\$7,695,000 (2022: HK\$17,149,000). The amount was unsecured, interest-free and repayable on demand.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**36 RELATED PARTY TRANSACTIONS** *(continued)***(i) Transaction with TAM**

During the year ended 31 December 2023, the Group entered into finance lease arrangement of one aircraft with TAM (2022: one), operating lease arrangement of one aircraft with TAM (2022: one) and terminated operating lease arrangement of one aircraft with TAM (2022: Nil).

As at 31 December 2023, the Group had entered into two finance lease and two operating lease arrangements for four aircraft with TAM (2022: one finance lease and two operating lease arrangements for three aircraft).

The total finance lease and operating lease income during the year ended 31 December 2023 was HK\$31,071,000 (2022: HK\$13,854,000). As at 31 December 2023, the Group held rental deposits of US\$621,000 (equivalent to approximately HK\$4,849,000) from TAM (2022: US\$1,932,000 (equivalent to approximately HK\$15,085,000)) in relation to aircraft under finance leases and operating leases.

**(j) Key management compensation**

Key management includes directors of the Company. The compensation paid or payable to key management is shown below:

	<b>Year ended 31 December</b>	
	<b>2023</b> <b>HK\$'000</b>	<b>2022</b> <b>HK\$'000</b>
Director fee, salaries, bonus and other short-term employee benefits	<b>34,314</b>	29,865
Share-based payments	<b>732</b>	1,458
	<b>35,046</b>	31,323

**37 CONTINGENT LIABILITIES AND COMMITMENTS****(a) Contingencies**

As at 31 December 2023, the Group was a guarantor of certain bank borrowings of associates and joint ventures amounting to HK\$564,080,000 (2022: HK\$604,011,000), of which HK\$216,951,000 (2022: HK\$274,358,000) was counter-guaranteed by an investor of the joint ventures. After excluding the portion of counter-guarantee as mentioned above, the Group guaranteed HK\$347,129,000 (2022: HK\$329,653,000) of these bank borrowings.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**37 CONTINGENT LIABILITIES AND COMMITMENTS** *(continued)***(b) Capital commitments**

Capital expenditures contracted but not provided for at the end of the reporting period are as follows:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Contracted but not provided for:		
Purchase of aircraft (i)	<b>52,752,365</b>	85,359,348
Investment – Aircraft modification (Note 9(c))	–	34,984
	<b>52,752,365</b>	85,394,332

- (i) The capital commitments were mainly related to acquisition of Airbus aircraft and COMAC aircraft (2022: Airbus aircraft, Boeing aircraft, and COMAC aircraft) in its order book, which will be delivered in stages by the end of 2028.

**(c) Short term lease arrangement – where the Group is the lessee**

The future aggregate minimum lease payments under non-cancellable operating leases in respect of office premises are as follows:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Not later than one year	<b>50</b>	103

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**37 CONTINGENT LIABILITIES AND COMMITMENTS** *(continued)***(d) Operating lease arrangement – where the Group is the lessor**

The Group had future minimum lease receipts under non-cancellable operating leases in respect of aircraft as follows:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Not later than one year	<b>3,471,127</b>	3,408,488
Later than one year but not later than two years	<b>2,926,184</b>	3,102,561
Later than two years but not later than three years	<b>2,509,406</b>	2,690,833
Later than three years but not later than four years	<b>2,225,390</b>	2,128,425
Later than four years but not later than five years	<b>2,034,545</b>	1,819,982
Later than five years	<b>9,665,309</b>	7,698,693
	<b>22,831,961</b>	20,848,982

The above commitment included amount of HK\$907,600,000 (2022: HK\$1,021,163,000) related to assets classified as held for sale (Note 11).

The Group had future minimum lease receipts under non-cancellable operating leases or sub-leases in respect of office premises as follows:

	<b>As at 31 December</b>	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Not later than one year	<b>62</b>	48

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 38 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
<b>ASSETS</b>		
Investment in subsidiaries	7,421,428	5,446,158
Loans and interest receivables from subsidiaries	1,119,743	458,763
Amounts due from subsidiaries	1,398,820	294,151
Prepayments and other receivables	1,681	731
Cash and cash equivalents	630,550	174,426
<b>Total assets</b>	<b>10,572,222</b>	<b>6,374,229</b>
<b>EQUITY</b>		
Share capital	74,436	74,436
Reserves	2,223,091	2,221,573
Retained earnings	458,382	236,482
<b>Total equity</b>	<b>2,755,909</b>	<b>2,532,491</b>
<b>LIABILITIES</b>		
Amounts due to subsidiaries	3,356,966	744,872
Borrowings	3,810,674	2,509,050
Bonds and debentures	545,098	544,320
Interest payables	95,884	35,876
Other liabilities and accruals	7,691	7,620
<b>Total liabilities</b>	<b>7,816,313</b>	<b>3,841,738</b>
<b>Total equity and liabilities</b>	<b>10,572,222</b>	<b>6,374,229</b>

The balance sheet of the Company was approved by the Board of Directors on 19 March 2024 and was signed on its behalf.

**POON Ho Man**  
Director

**LI Guohui**  
Director

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**38 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY** (continued)**(a) Reserve movement of the Company**

	Reserves HK\$'000	Retained earnings HK\$'000
<b>Balance as at 1 January 2023</b>	<b>2,221,573</b>	<b>236,482</b>
<b>Comprehensive income</b>		
Profit for the year	–	<b>445,206</b>
<b>Total comprehensive income</b>	–	<b>445,206</b>
<b>Transactions with shareholders</b>		
Dividends	–	<b>(223,306)</b>
Share option scheme:		
– Value of services	<b>1,881</b>	–
– Share options lapsed	<b>(363)</b>	–
<b>Total transactions with shareholders</b>	<b>1,518</b>	<b>(223,306)</b>
<b>Balance as at 31 December 2023</b>	<b>2,223,091</b>	<b>458,382</b>
<b>Balance as at 1 January 2022</b>	<b>2,214,004</b>	<b>471,232</b>
<b>Comprehensive income</b>		
Profit for the year	–	<b>70,222</b>
<b>Total comprehensive income</b>	–	<b>70,222</b>
<b>Transactions with shareholders</b>		
Dividends	<b>4,074</b>	<b>(304,972)</b>
Cancellation of shares	<b>495</b>	–
Share option scheme:		
– Value of services	<b>3,000</b>	–
<b>Total transactions with shareholders</b>	<b>7,569</b>	<b>(304,972)</b>
<b>Balance as at 31 December 2022</b>	<b>2,221,573</b>	<b>236,482</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES

As at 31 December 2023, the Company had direct or indirect interests in the following principal subsidiaries:

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
<b>Directly owned:</b>					
China Aircraft Leasing Company Limited	British Virgin Islands ("BVI") 24 March 2006	US\$584,000,000	100%	Investment/asset holding	Limited liability entity
Aircraft Recycling International Holdings Limited	BVI 24 February 2016	US\$1	100%	Investment holding	Limited liability entity
CALC Bond 3 Limited	BVI 17 February 2017	US\$1	100%	Investment holding	Limited liability entity
CALC Bonds Limited	BVI 26 October 2017	US\$1	100%	Investment holding	Limited liability entity
CALC Perpetual Bond Cayman 1 Limited	Cayman Islands 5 November 2020	US\$1,001,841	100%	Investment holding	Limited liability entity
CALC PDP 11 Limited	Cayman Islands 2 March 2023	US\$10,000,000	100%	Provision of financing	Limited liability entity
<b>Indirectly owned:</b>					
CALC 10-Aircraft Limited	Ireland 20 June 2012	EUR100	100%	Aircraft leasing	Limited liability entity
CALC 11-Aircraft Limited	Ireland 10 December 2014	EUR1	100%	Aircraft leasing	Limited liability entity
CALC 12-Aircraft Limited	Ireland 6 February 2015	EUR1	100%	Aircraft leasing	Limited liability entity
CALC 30-Aircraft Limited	Ireland 10 October 2016	EUR1	100%	Aircraft leasing	Limited liability entity
CALC 31-Aircraft Limited	Ireland 10 October 2016	EUR1	100%	Aircraft leasing	Limited liability entity
CALC 32-Aircraft Limited	Ireland 10 April 2017	EUR1	100%	Aircraft leasing	Limited liability entity
CALC Bermuda Holdings Limited	Bermuda 16 May 2018	US\$1	100%	Investment holding	Limited liability entity
CALC Global Leasing Limited	Ireland 18 December 2014	EUR1	100%	Investment holding	Limited liability entity
CALC Perpetual Bond Ireland 1 Limited	Ireland 23 September 2019	EUR1	100%	Provision of financing	Limited liability entity
CALC Perpetual Bond Malta 1 Limited	Malta 27 November 2020	EUR1,200	100%	Provision of financing	Limited liability entity
CALC PDP 8 Limited	Cayman Islands 12 June 2018	US\$1	100%	Provision of financing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
CALC PDP 9 Limited	Cayman Islands 12 June 2018	US\$1	100%	Provision of financing	Limited liability entity
CALC PDP 10 Limited	Cayman Islands 15 December 2021	US\$10,000,000	100%	Provision of financing	Limited liability entity
China Aircraft Assets Limited	Hong Kong 3 May 2013	HK\$1	100%	Provision of financing	Limited liability entity
China Aircraft CALC Management Limited	Hong Kong 17 October 2012	HK\$1	100%	Provision of management services	Limited liability entity
Sino Teamwork Limited	Hong Kong 9 January 2013	HK\$1	100%	Provision of financing	Limited liability entity
ZF Ireland Aircraft 42 Limited	Ireland 22 June 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 45 Limited	Ireland 21 June 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 46 Limited	Ireland 21 June 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 49 Limited	Ireland 22 June 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 51 Limited	Ireland 21 June 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 52 Limited	Ireland 17 November 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 53 Limited	Ireland 17 November 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 54 Limited	Ireland 17 November 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 55 Limited	Ireland 17 November 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 56 Limited	Ireland 17 November 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 57 Limited	Ireland 17 November 2017	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 69 Limited	Ireland 9 January 2018	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 70 Limited	Ireland 9 January 2018	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 71 Limited	Ireland 9 January 2018	EUR10	100%	Aircraft leasing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
ZF Ireland Aircraft 72 Limited	Ireland 23 July 2018	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 73 Limited	Ireland 23 July 2018	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 74 Limited	Ireland 20 July 2018	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 76 Limited	Ireland 20 July 2018	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 83 Limited	Ireland 10 September 2018	EUR10	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 87 Limited	Ireland 10 September 2018	EUR100	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 93 Limited	Ireland 23 September 2019	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 94 Limited	Ireland 23 September 2019	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 95 Limited	Ireland 23 September 2019	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 96 Limited	Ireland 20 September 2019	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 97 Limited	Ireland 20 September 2019	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 98 Limited	Ireland 23 September 2019	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 99 Limited	Ireland 23 September 2019	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 100 Limited	Ireland 7 January 2020	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 101 Limited	Ireland 7 January 2020	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 102 Limited	Ireland 6 January 2020	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 103 Limited	Ireland 6 January 2020	EUR1	100%	Aircraft leasing	Limited liability entity
ZF Ireland Aircraft 104 Limited	Ireland 7 January 2020	EUR1	100%	Aircraft leasing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
ZF France Aircraft 1 SAS	France 31 May 2022	EUR100	100%	Aircraft leasing	Limited liability entity
ZF France Aircraft 2 SAS	France 31 May 2022	EUR100	100%	Aircraft leasing	Limited liability entity
ZF Middle East 1 SPV Limited	ADGM 21 December 2021	US\$100	100%	Aircraft leasing	Limited liability entity
ZF Oriental 3 Limited	Hong Kong 6 July 2017	HK\$1	100%	Aircraft leasing	Limited liability entity
ZF Oriental 4 Limited	Hong Kong 27 November 2018	HK\$1	100%	Aircraft leasing	Limited liability entity
ZF Oriental 5 Limited	Hong Kong 27 November 2018	HK\$1	100%	Aircraft leasing	Limited liability entity
ZF Oriental 6 Limited	Hong Kong 27 November 2018	HK\$1	100%	Aircraft leasing	Limited liability entity
ZF Oriental 13 Limited	Hong Kong 9 October 2019	HK\$10	100%	Aircraft leasing	Limited liability entity
ZF Oriental 29 Limited	Hong Kong 30 March 2022	HK\$10	100%	Provision of financing	Limited liability entity
ZF Oriental 37 Limited	Hong Kong 29 July 2022	HK\$10	100%	Provision of financing	Limited liability entity
ZF Oriental 39 Limited	Hong Kong 5 September 2023	HK\$10	100%	Provision of financing	Limited liability entity
ZF Oriental Holdings 2 Limited	Hong Kong 29 March 2021	HK\$10	100%	Provision of financing	Limited liability entity
ZF Oriental Assets Limited	Hong Kong 3 January 2019	HK\$1	100%	Aircraft trading	Limited liability entity
CALC Aviation Assets Limited	Labuan 30 December 2015	US\$100	100%	Aircraft leasing	Limited liability entity
CALC Aviation Capital Limited	Labuan 30 December 2015	US\$100	100%	Aircraft leasing	Limited liability entity
CALC Sebelas Limited	Labuan 22 April 2021	US\$100	100%	Aircraft leasing	Limited liability entity
CALC Sembilan Limited	Labuan 12 July 2016	US\$100	100%	Aircraft leasing	Limited liability entity
CALC Sepuluh Limited	Labuan 22 April 2021	US\$100	100%	Aircraft leasing	Limited liability entity
CALC Enam Limited	Labuan 7 November 2014	US\$10,000	100%	Aircraft leasing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
CALC Dua Belas Limited	Labuan 22 April 2021	US\$100	100%	Aircraft leasing	Limited liability entity
ZF Finance Limited	Malta 11 November 2020	EUR1,200	100%	Provision of financing	Limited liability entity
Linkasia Airlines Group Limited	Cayman Islands 3 August 2016	US\$38,451,000	72.82%	Investment holding	Limited liability entity
中永順融資租賃(上海)有限公司 (China Aircraft Leasing Company Limited (Shanghai))	PRC 27 November 2013	US\$186,000,000	100%	Investment holding	Limited liability entity
中永崇寧一飛機租賃(上海)有限公司 (Zhongyong Chongning 1 Aircraft Leasing (Shanghai) Company Limited)	PRC 20 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永崇寧二飛機租賃(上海)有限公司 (Zhongyong Chongning 2 Aircraft Leasing (Shanghai) Company Limited)	PRC 19 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永崇寧三飛機租賃(上海)有限公司 (Zhongyong Chongning 3 Aircraft Leasing (Shanghai) Company Limited)	PRC 19 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永崇寧四飛機租賃(上海)有限公司 (Zhongyong Chongning 4 Aircraft Leasing (Shanghai) Company Limited)	PRC 19 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永崇寧五飛機租賃(上海)有限公司 (Zhongyong Chongning 5 Aircraft Leasing (Shanghai) Company Limited)	PRC 19 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永崇寧六飛機租賃(上海)有限公司 (Zhongyong Chongning 6 Aircraft Leasing (Shanghai) Company Limited)	PRC 20 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
建昭一號租賃(天津)有限公司 (Jianzhao 1 Leasing (Tianjin) Co. Ltd.)	PRC 11 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
建昭二號租賃(天津)有限公司 (Jianzhao 2 Leasing (Tianjin) Co. Ltd.)	PRC 11 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
建昭三號租賃(天津)有限公司 (Jianzhao 3 Leasing (Tianjin) Co. Ltd.)	PRC 11 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
建昭四號租賃(天津)有限公司 (Jianzhao 4 Leasing (Tianjin) Co. Ltd.)	PRC 12 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
建昭五號租賃(天津)有限公司 (Jianzhao 5 Leasing (Tianjin) Co. Ltd.)	PRC 13 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永熙雍一飛機租賃(上海)有限公司 (Zhongyong Xiyong 1 Aircraft Leasing (Shanghai) Company Limited)	PRC 20 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永熙雍二飛機租賃(上海)有限公司 (Zhongyong Xiyong 2 Aircraft Leasing (Shanghai) Company Limited)	PRC 19 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永熙雍三飛機租賃(上海)有限公司 (Zhongyong Xiyong 3 Aircraft Leasing (Shanghai) Company Limited)	PRC 19 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永熙雍四飛機租賃(上海)有限公司 (Zhongyong Xiyong 4 Aircraft Leasing (Shanghai) Company Limited)	PRC 21 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永熙雍七飛機租賃(上海)有限公司 (Zhongyong Xiyong 7 Aircraft Leasing (Shanghai) Company Limited)	PRC 20 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中永熙雍八飛機租賃(上海)有限公司 (Zhongyong Xiyong 8 Aircraft Leasing (Shanghai) Company Limited)	PRC 20 October 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
中龍元康租賃(天津)有限公司 (China Aero II Leasing (Tianjin) Company Limited)	PRC 12 October 2016	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛干寧租賃(天津)有限公司 (CALC Ganning Limited)	PRC 15 August 2013	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛天復租賃(天津)有限公司 (CALC Tianfu Company Limited)	PRC 8 October 2016	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛文明租賃(天津)有限公司 (CALC Wenming Limited)	PRC 4 December 2013	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛永淳租賃(上海)有限公司 (CALC Yong Chun Limited)	PRC 10 October 2012	RMB1,000,000	100%	Aircraft leasing	Limited liability entity
中飛長慶租賃(天津)有限公司 (CALC Changqing Limited)	PRC 25 June 2013	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛建中租賃(天津)有限公司 (CALC Jianzhong Company Limited)	PRC 8 October 2016	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛建元租賃(天津)有限公司 (CALC Jianyuan Limited)	PRC 8 November 2011	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛租融資產租賃有限公司 (China Asset Leasing Company Limited)	PRC 13 December 2010	US\$1,000,000,000	100%	Investment holding	Limited liability entity
中飛開成租賃(天津)有限公司 (CALC Kaicheng Limited)	PRC 4 December 2013	RMB100,000	100%	Aircraft leasing	Limited liability entity
建鳳五號租賃(天津)有限公司 (Jianfeng 5 Leasing (Tianjin) Co. Ltd.)	PRC 14 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
建鳳六號租賃(天津)有限公司 (Jianfeng 6 Leasing (Tianjin) Co. Ltd.)	PRC 16 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
建鳳七號租賃(天津)有限公司 (Jianfeng 7 Leasing (Tianjin) Co. Ltd.)	PRC 16 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
建鳳八號租賃(天津)有限公司 (Jianfeng 8 Leasing (Tianjin) Co. Ltd.)	PRC 13 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
建鳳九號租賃(天津)有限公司 (Jianfeng 9 Leasing (Tianjin) Co. Ltd.)	PRC 16 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
建鳳十號租賃(天津)有限公司 (Jianfeng 10 Leasing (Tianjin) Co. Ltd.)	PRC 12 March 2020	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機崇禎租賃(天津)有限公司 (ZJ Chongzhen Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機會昌租賃(天津)有限公司 (ZJ Huichang Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機靖康租賃(天津)有限公司 (ZJ Jingkang Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機弘治租賃(天津)有限公司 (ZJ Hongzhi Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛開禧租賃(天津)有限公司 (CALC Kaixi Limited)	PRC 19 January 2015	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛嗣聖租賃(天津)有限公司 (CALC Sisheng Limited)	PRC 4 December 2013	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛嘉定租賃(天津)有限公司 (CALC Jiading Limited)	PRC 20 January 2015	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛儀鳳租賃(天津)有限公司 (CALC Yifeng Limited)	PRC 3 February 2012	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛咸亨租賃(天津)有限公司 (CALC Xianheng Limited)	PRC 3 February 2012	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛顯慶租賃(天津)有限公司 (CALC Xianqing Limited)	PRC 1 February 2012	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛聖曆租賃(天津)有限公司 (CALC Shengli Limited)	PRC 4 December 2013	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛光啟租賃(天津)有限公司 (CALC Guangqi Company Limited)	PRC 8 October 2016	RMB100,000	100%	Aircraft leasing	Limited liability entity



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
中飛大中租賃(天津)有限公司 (CALC Dazhong Company Limited)	PRC 8 October 2016	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機明政租賃(天津)有限公司 (ZJ Mingzheng Leasing (Tianjin) Co., Ltd.)	PRC 17 August 2017	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機進通租賃(天津)有限公司 (ZJ Jintong Leasing (Tianjin) Co., Ltd.)	PRC 18 August 2017	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機開寶租賃(天津)有限公司 (ZJ Kaibao Leasing (Tianjin) Co., Ltd.)	PRC 23 April 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機治平租賃(天津)有限公司 (ZJ Zhiping Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機大曆租賃(天津)有限公司 (ZJ Dali Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機皇慶租賃(天津)有限公司 (ZJ Huangqing Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機證聖租賃(天津)有限公司 (ZJ Zhengsheng Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機天慶租賃(天津)有限公司 (ZJ Tianqing Leasing (Tianjin) Co., Ltd.)	PRC 28 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機宣德租賃(天津)有限公司 (ZJ Xuande Leasing (Tianjin) Co., Ltd.)	PRC 28 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機延載租賃(天津)有限公司 (ZJ Yanzai Leasing (Tianjin) Co., Ltd.)	PRC 28 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機神功租賃(天津)有限公司 (ZJ Shengong Leasing (Tianjin) Co., Ltd.)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
中機建安飛機租賃(上海)有限公司(ZJ Jianan Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機永漢飛機租賃(上海)有限公司(ZJ Yonghan Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機永康飛機租賃(上海)有限公司(ZJ Yongkang Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機建寧飛機租賃(上海)有限公司(ZJ Jianning Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機建和飛機租賃(上海)有限公司(ZJ Jianhe Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機永壽飛機租賃(上海)有限公司(ZJ Yongshou Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機永興飛機租賃(上海)有限公司(ZJ Yongxing Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機熹平飛機租賃(上海)有限公司(ZJ Xiping Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機初平飛機租賃(上海)有限公司(ZJ Chuping Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機元嘉飛機租賃(上海)有限公司(ZJ Yuanjia Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 39 SUBSIDIARIES (continued)

Company name	Country/place of operation and incorporation/ establishment and date of incorporation/ establishment	Issued and paid-up capital	Equity interest held by the Group	Principal activities	Type of legal entity
中機興平飛機租賃(上海)有限公司(ZJ Xingping Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機昭寧飛機租賃(上海)有限公司(ZJ Zhaoning Aircraft Leasing (Shanghai) Company Limited)	PRC 14 July 2021	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機至正租賃(天津)有限公司(ZJ Zhizheng Leasing (Tianjin) Company Limited)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機至治租賃(天津)有限公司(ZJ Zhizhi Leasing (Tianjin) Company Limited)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中機大觀租賃(天津)有限公司(ZJ Daguan Leasing (Tianjin) Company Limited)	PRC 29 June 2018	RMB100,000	100%	Aircraft leasing	Limited liability entity
中飛睿天成融資租賃(天津)有限公司(CALC RuiTianCheng Financial Leasing Limited)	PRC 28 July 2016	RMB100,000	100%	Aircraft leasing	Limited liability entity

The above table lists the subsidiaries of the Group which, in opinion of the directors of the Company, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would result in particulars of excessive length.

## 40 SUBSEQUENT EVENT

In October 2023, a subsidiary of the Group has entered into the fourth supplemental shareholders' loan and guarantee agreement with ARI Group (the "Fourth Supplemental Agreement"), pursuant to which the term of the shareholders' loan and guarantee was extended to 31 December 2026 and the annual cap was reduced from HK\$1.5 billion to HK\$650.0 million. In addition, the Group has entered into an exchangeable bond subscription agreement with ARI in respect of the subscription of HK\$850.0 million exchangeable bonds to be issued by ARI. On 1 January 2024, the Group has completed the subscription of the exchangeable bonds. For details of the arrangement, please refer to the Circular dated 29 November 2023.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### **Executive Directors**

Mr. ZHANG Mingao (*Chairman of the Board*)  
Mr. POON Ho Man (*Chief Executive Officer*)  
Ms. LIU Wanting (*President and  
Chief Commercial Officer*)  
Mr. LI Guohui (*Chief Financial Officer and  
Chief Strategy Officer*)

#### **Non-executive Director**

Ms. WANG Yun

#### **Independent Non-executive Directors**

Mr. CHEOK Albert Saychuan  
Dr. TSE Hiu Tung, Sheldon  
Mr. FAN Chun Wah, Andrew, *J.P.*

### COMPOSITION OF COMMITTEES

#### **Audit Committee**

Mr. FAN Chun Wah, Andrew, *J.P.* (*Chairman*)  
Mr. CHEOK Albert Saychuan  
Dr. TSE Hiu Tung, Sheldon

#### **Remuneration Committee**

Dr. TSE Hiu Tung, Sheldon (*Chairman*)  
Ms. WANG Yun  
Mr. POON Ho Man  
Mr. CHEOK Albert Saychuan  
Mr. FAN Chun Wah, Andrew, *J.P.*

#### **Nomination Committee**

Mr. CHEOK Albert Saychuan (*Chairman*)  
Dr. TSE Hiu Tung, Sheldon  
Mr. FAN Chun Wah, Andrew, *J.P.*

### COMPANY SECRETARY

Mr. LI Guohui

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*

### REGISTERED OFFICE

Maples Corporate Services Limited  
PO Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

32/F., Far East Finance Centre  
16 Harcourt Road  
Hong Kong

### COMPANY'S WEBSITE

[www.calc.com.hk](http://www.calc.com.hk)

### INVESTOR RELATIONS CONTACT

[ir@calc.com.hk](mailto:ir@calc.com.hk)

### PRINCIPAL BANKERS AND FINANCIAL INSTITUTIONS

Agricultural Bank of China Limited  
Bank of Beijing Co., Ltd.  
Bank of China Limited  
Bank of Communications Co., Ltd.  
The Bank of East Asia, Limited  
Bank of Jiangsu Co., Ltd.  
Bank of Ningbo  
Bank of Tianjin Co., Ltd.  
BNP Paribas  
China CITIC Bank International Limited  
China Construction Bank Corporation  
China Development Bank  
China Everbright Bank Co., Ltd.  
China Merchants Bank Co., Ltd.  
China Zheshang Bank Co., Ltd.  
Chong Hing Bank Limited  
Credit Agricole Corporate and Investment Bank  
Deutsche Bank AG  
The Export-Import Bank of China  
Fubon Bank (Hong Kong) Limited  
Industrial and Commercial Bank of China Limited  
Industrial Bank Co., Ltd.  
Korea Development Bank  
MUFG Bank, Ltd.  
Postal Savings Bank of China Co., Ltd.  
Shanghai Pudong Development Bank Co., Ltd.  
Société Générale  
Standard Chartered Bank

### SHARE REGISTRAR AND TRANSFER OFFICE

#### **Principal Share Registrar and Transfer Office**

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman  
KY1-1102  
Cayman Islands

#### **Branch Share Registrar and Transfer Office**

Tricolor Investor Services Limited  
17/F., Far East Finance Centre  
16 Harcourt Road  
Hong Kong

### STOCK CODE

01848