

# CHINA SOUTHERN AIRLINES COMPANY LIMITED

## REQUEST FOR PROPOSAL

中国南方航空股份有限公司

征询意向函

November 19th, 2024

2024年11月19日

To whom it may concern 敬启者

### (A) Background

背景

China Southern Airlines Company Limited ("CSA") is considering to sell ten (10) self-owned Boeing 787-8 aircraft (the "Aircraft") and two (2) GENx-1B70/P2 spare engines (the "Spare Engines") to a qualified purchaser (the "Purchaser") (the "Transaction"). Details of the Aircraft and the Spare Engines are set forth in Appendix A (*Details of the Aircraft and the Spare Engines*).

中国南方航空股份有限公司(“南航”)现考虑向一家符合条件的买方(“买方”)出售10架自有的波音787-8型飞机(“飞机”)和2台GENx-1B70/P2型备用发动机(“备发”)。飞机和备发的信息请见附件A(飞机及备发信息)。

### (B) Request for Proposal

征询意向

If you are a purchaser capable of meeting the requirements in section (C), you should submit a proposal for each and all of the Aircraft and the Spare Engines under the Transaction. The proposal shall strictly comply with the conditions and the specific requirements set forth in this Request for Proposal (the "RFP"). Please note that CSA will NOT accept any proposal only for some (but not all) of the Aircraft or the Spare Engines. The relevant specification, current technical condition and status for the Aircraft and the Spare Engines (the "Technical Information") will be provided to you once you pass the verification of "Qualification of Purchaser" and are determined as a "Qualified Purchaser".

如果贵司符合(C)项要求,则贵司需就此交易中的每架及全部飞机和备发提交报价。报价内容应当严格遵照本征询意向函(“征询意向函”)中的条件和具体要求。请注意,南航不接受仅对部分飞机或备发的报价。飞机和备发的相关基础构型、技术现状及技术条件(“技术资料”)将在贵司通过买方资质审核并被确认为“符合资质的买方”后提供给贵司。

CSA will evaluate your proposal from the economic analysis perspective and based on whether your proposal has met the conditions and requirements as set out in this RFP and/or from other relevant aspects. CSA reserves the right to refuse your proposal under any circumstance.

南航将从经济分析角度、是否符合征询意向函中的条件和南航的要求以及其他相关方面对报价进行评估。在任何情况下,南航均保留拒绝报价的权利。

Please note that this RFP and your proposal are only the preliminary negotiation on intention between the parties and shall not constitute the final documents of the Transaction (or any part thereof) or be binding on CSA. Should CSA decide to proceed with the Transaction, based on the relevant regulatory requirements, the Transaction will be conducted through a public bidding process in an assets exchange in the People's Republic of China ("PRC") selected by the CSA (the "**Assets Exchange**"). You shall pay attention to information of the Transaction publicly released by the Assets Exchange and participate in the bidding.

特别提示贵司注意，本征询意向函以及贵司的报价仅为双方的初步意向性协商，并不构成交易的最终文件(或其任何部分)，亦不对南航产生任何约束力。若南航决定进行交易，根据相关监管要求，交易最终将通过南航选择的位于中华人民共和国(“中国”)境内的产权交易机构(“**产权交易机构**”)进行公开竞价。贵司需关注产权交易机构公开披露的有关交易的信息，并参与竞价。

This Transaction shall be subject to the approval of the board of directors of CSA.

本交易须经南航董事会的审批。

### (C) **Qualification of Purchaser**

#### **买方资质**

Companies participating in the RFP process must meet the following conditions and provide the relevant supporting documentation (including without limitation the constitutional documents and licenses, financial statements, company structure chart, commitment letter(s) and such other document requested by CSA(if any)):

参与询价的公司必须满足以下条件并提供相应的证明文件(包括但不限于公司证照、财务报表、公司股权结构图、承诺函以及南航要求的其他文件(如有)):

The Purchaser shall be a company duly incorporated and validly existing, with sound creditworthiness and capabilities to perform its obligations. Based on the evaluation of the financial condition of the Purchaser, CSA shall have the right to require guarantee or other credit support from a third party in respect of the obligations of the Purchaser. If the Purchaser is a company domiciled or incorporated outside of the PRC, the country in which the Purchaser is domiciled or incorporated shall maintain normal diplomatic relations with the PRC;

买方必须是合法设立并有效存续的公司，并且具有良好资信和履约能力。根据买方财务情况，南航有权要求针对买方义务由第三方提供担保或其他信用支持。若买方为住所地在中国境外或在中国境外注册成立的公司，其公司所在国需与中国保持正常外交关系；

1. None of the Purchaser, any of its Affiliates (collectively, the "**Purchaser Group Member**"), nor any third party providing guarantee or support for the Purchaser (if any) is involved, or has been involved, in any legal dispute, litigation, arbitration or administrative proceedings against CSA and/or any of its Affiliates (collectively, the "**CSA Group Member**"); none of the Purchaser Group Member and any third party providing guarantee or support for the

Purchaser (if any) does not employ and shall not have employed any directors, supervisors and senior management of any entities which have or have had legal disputes, or litigation, arbitration or administrative proceedings against any CSA Group Member, and will not employ the aforesaid persons prior to delivery of all Aircraft and Spare Engines.

买方及其关联方(以下合称“**买方集团成员公司**”)和为其提供担保或支持的第三方实体(若有)均没有(并且未曾)涉及任何与南航及其关联方(以下合称“**南航集团成员公司**”)之间的法律纠纷或诉讼、仲裁或行政程序;买方集团成员公司和为其提供担保或支持的第三方实体(若有)均未聘用且未曾聘用,并且在全部飞机和备发交付前都不得聘用,与或曾与南航集团成员公司发生或发生过任何法律纠纷或诉讼、仲裁或行政程序的实体的董事、监事、高级管理人员。

The term "**Affiliate**" referred to in the preceding paragraph means, with respect to any natural or legal person, another natural or legal person directly or indirectly controlling, controlled by or under common control with such person.

上段中“**关联方**”系指,就任何自然人或法人而言,直接或间接控制该等人士,或由该等人士控制,或与该等人士处于共同控制之下的另一自然人或法人。

2. Each of the Purchaser Group Member and any third party providing guarantee or support for the Purchaser (if any), and/or any individual having control over, or serving as the senior management of, the aforementioned entities shall abide by PRC laws and comply with any sanctions or similar measures issued by the government of the PRC or the United Nations.

买方集团成员公司和为其提供担保的第三方实体(若有),以及控制上述实体或担任其高级管理人员的任何个人须遵守中国法律并受限于中国政府或联合国公布的任何制裁或类似措施。

#### **(D) Structure of Transaction**

##### **交易结构**

CSA will transfer the title of the Aircraft and the Spare Engines to the Purchaser through a public bidding process in the Assets Exchange. The Purchaser will obtain the title of the Aircraft and the Spare Engines through a public bidding process in the Assets Exchange, and the purchase price of the Aircraft and the Spare Engines shall be determined by the bidding results. The title of the Aircraft and the Spare Engines will be transferred from CSA to the Purchaser after the completion of public bidding process and the full payment of purchase price by the Purchaser.

南航将通过产权交易机构以公开竞价方式将飞机和备发的所有权转让给买方,买方需在产权交易机构以公开竞价的方式取得飞机和备发的所有权,飞机和备发购买价款以竞价结果为准。飞机和备发的所有权将在公开竞价结束并由买方支付飞机和备发的全部购买价款后由南航转让给买方。

#### **(E) Requirements in respect of Sale**

##### **出售条件**

Aircraft and Spare Engines      Please find details of the Aircraft and the Spare Engines in

飞机及备发	Appendix A. 拟出售飞机及备发信息请见附件 A。
Purchase Price 购买价款	The purchase price of each Aircraft and Spare Engine set forth herein is exclusive of any taxes (the taxes to be charged upon the sale and purchase of the Aircraft and the Spare Engines shall be paid and indemnified by the Purchaser to CSA separately). 本征询意向函中每架飞机和每台备发的购买价格均为不含税的价格（飞机和备发买卖所产生的税收应由买方另行支付和补偿予南航）。
Payment 款项支付	The Purchase Price and the relevant taxes shall be paid in one lump sum prior to the delivery of the relevant Aircraft/Spare Engine. 应在飞机/备发交付前一次性支付全部购买价款以及相关税收。
Delivery Condition 交付状况	The Aircraft and the Spare Engines will be delivered " <i>as is, where is</i> ". 飞机和备发按现时现状交付。
Delivery Schedule 交付计划	The Aircraft and the Spare Engines are expected to be delivered during 2025 and 2026. 飞机和备发预计将在 2025-2026 年交付。
Documentation 文本	The sale and purchase agreement will be prepared by CSA and be disclosed to the Assets Exchange. 买卖合同将由南航准备，并在产权交易机构披露。

**(F) Verification of Purchaser's Qualification**

**审核买方资质**

If you are interested in the Transaction, please send an email to all of the following contact persons before 24:00 of November 25th 2024 Beijing time, attaching the corresponding supporting documentation in relation to the requirements set out in section (C) above: 1) constitutional documents and licenses and, 2) financial statements and, 3) company structure chart and, 4) commitment letter(s) as attached, CSA will review and verify your qualification and send the Technical Information to all the Qualified Purchasers by e-mail before 24:00 of November 30th 2024 Beijing time.

如果贵司对上述交易感兴趣，请在北京时间 2024 年 11 月 25 日 24 点前发邮件给以下所有联系人并附上满足上述(C)项要求的相应资质的证明文件：1) 公司证照 2) 财务报表 3) 公司股权结构图 4) 承诺函(请见附件 B)。南航将审核贵司的资质并在北京时间 2024 年 11 月 30 日 24 点前将技术资料以邮件方式发给所有符合资质的买方。

Contract Person 联系人	Email 电子邮箱
施鹏飞 Shi Pengfei	pfshi@csair.com
冯伯展 Feng Bozhan	fengbz@csair.com
张绍兴 Zhang Shaoxing	zhangshaoxin@csair.com

**(G) Submission of Proposal**

提交报价

Please send the electronic version of the authorized and signed proposal to all of the above email addresses on or before 24:00 of December 16th 2024 Beijing time. Any document received after the deadline shall be void.

请在北京时间2024年12月16日24点之前，将有效授权签署的报价电子版发送到以上所有邮箱。超过期限收到的文件将视为无效。

The proposal shall expressly set out the proposed purchase price for each and all of the Aircraft and the Spare Engines as required; it shall contain expressly acceptance of the technical conditions set out in the Technical Information you have received.

该等报价应按要求明确提供每架及所有飞机和备发的购买价格，并明确接受所收到的技术资料中所列明的技术条件。

**(H) Modifications to RFP**

征询意向函修改

Before the deadline of the proposal mentioned in section (G) above, CSA has the right to decide whether to modify the content of the RFP, and will notify you in a timely manner if there is any modification. If you have any modification request on the sale requirements listed in section (E) above, you may provide feedback to CSA before the aforementioned deadline. However, any feedback on the technical conditions shall not be more stringent comparing to those set out in the Technical Information.

在上述(G)中提到的报价截止日前，南航有权决定是否修改征询意向函的内容，如果有修改，南航会及时通知。若贵司对上述(E)所列出售条件有任何修改要求，可于前述截止日期前反馈南航。但是，贵司所反馈的技术条件相较于技术资料中所列条件不得更为严苛。

**(I) Evaluation of Proposal**

报价评估

For the Transaction, CSA intends to conduct one (1) round of evaluation of the proposals.

南航计划对本交易进行一(1)轮报价评估。

After you have submitted the proposal, CSA will firstly evaluate whether your proposal complies with the requirements of (i) this RFP and (ii) the technical conditions set out in the

Technical Information. For proposals from the Qualified Purchasers which meet all of the above requirements, CSA will then select one or more from and invite the Qualified Purchasers (ranked from the highest purchase price to the lowest purchase price, with the highest offer ranking first) to participate in the negotiation.

在贵司提交报价后，南航将首先评估贵司报价是否符合(i)本询价函和(ii)技术资料中的技术条款的要求。对于由符合资质的买方发出的符合上述所有要求的报价，南航将遴选并与报价排名靠前(按最高报价至最低报价价格依次排序，报价最高者排名第一)的一家或多家符合资质的买方进行约谈。

**(J) Confidentiality**

保密

Please note that any information disclosed to you by CSA concerning this Transaction shall be kept strictly confidential. Without the prior written consent of CSA, such information shall not be disclosed to any third party.

请贵司注意，南航向贵司披露的任何涉及本交易的信息均应由贵司进行严格保密，未经南航事先书面同意不得对任何第三方披露。

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以下无正文

**Appendix A Details of the Aircraft and the Spare Engines**

附件 A 飞机及备发信息

No. 序号	Registration Mark 飞机注册号	Aircraft MSN 飞机生产序号	Details of Engines 发动机信息		
			Position 位置	Model 型号	Serial Number 序号
1	B-2725	34923	L	GENX-1B70/P2	956189
			R	GENX-1B70/P2	956159
2	B-2732	34926	L	GENX-1B70/P2	956216
			R	GENX-1B70/P2	956230
3	B-2736	34929	L	GENX-1B70/P2	956225
			R	GENX-1B70/P2	956252
4	B-2733	34927	L	GENX-1B70/P2	956228
			R	GENX-1B70/P2	956241
5	B-2727	34925	L	GENX-1B70/P2	956226
			R	GENX-1B70/P2	956158
6	B-2788	34932	L	GENX-1B70/P2	956251
			R	GENX-1B70/P2	956190
7	B-2726	34924	L	GENX-1B70/P2	956217
			R	GENX-1B70/P2	956307
8	B-2735	34928	L	GENX-1B70/P2	956170
			R	GENX-1B70/P2	956224
9	B-2737	34930	L	GENX-1B70/P2	956308
			R	GENX-1B70/P2	956340
10	B-2787	34931	L	GENX-1B70/P2	956191
			R	GENX-1B70/P2	956338
11	Spare Engine			GENx-1B70/P2	956830
12	Spare Engine			GENx-1B70/P2	956960

## Appendix B Commitment Letter

### 附件 B 承诺函

To: China Southern Airlines Company Limited (“CSA”),

致：中国南方航空股份有限公司（“南航”）：

As an intended purchaser for the proposed sale of ten (10) Boeing 787-8 aircraft (the “Aircraft”) and two (2) GEnx-1B70/P2 spare engines (the “Spare Engines”) by CSA (the “Transaction”), we hereby make the following representations, warranties and commitments to CSA:

作为南航拟议 10 架波音 787-8 型飞机（“飞机”）和 2 台 GEnx-1B70/P2 型备用发动机（“备发”）出售项目（“本项目”）的意向受让方，本公司向南航作出以下陈述、保证与承诺：

1. We are a company duly incorporated and validly existing, with sound creditworthiness and capabilities to perform its obligations. If we are a company domiciled or incorporated outside of the PRC, the country in which we are domiciled or incorporated maintains normal diplomatic relations with the PRC;

我们是一家合法设立并有效存续的公司，并且具有良好资信和履约能力。若我公司住所地在 中国境外或在中国境外注册成立的公司，其公司所在国与中国保持正常外交关系；

2. None of us, any of our Affiliates (collectively, the “Purchaser Group Member”), nor any third party providing guarantee or support for us (if any) is involved, or has been involved, in any legal dispute, litigation, arbitration or administrative proceedings against CSA and/or any of its Affiliates (collectively, the “CSA Group Member”); none of the Purchaser Group Member and any third party providing guarantee or support for the us (if any) does not employ and shall not have employed any directors, supervisors and senior management of any entities which have or have had legal disputes, or litigation, arbitration or administrative proceedings against any CSA Group Member, and will not employ the aforesaid persons prior to delivery of all Aircraft and Spare Engines.

我们及我们的关联方(以下合称“买方集团成员公司”)和为我们提供担保或支持的第三方实体(若有)均没有(并且未曾)涉及任何与南航及其关联方(以下合称“南航集团成员公司”)之间的法律纠纷或诉讼、仲裁或行政程序；买方集团成员公司和为其提供担保或支持的第三方实体(若有)均未聘用且未曾聘用，并且在全部飞机和备发交付前都不得聘用，与或曾与南航集团成员公司发生或发生过任何法律纠纷或诉讼、仲裁或行政程序的实体的董事、监事、高级管理人员。

The term "Affiliate" referred to in the preceding paragraph means, with respect to any natural or legal person, another natural or legal person directly or indirectly controlling, controlled by or under common control with such person.

上段中“关联方”系指，就任何自然人或法人而言，直接或间接控制该等人士，或由该等人士控制，或与该等人士处于共同控制之下的另一自然人或法人。

3. Each of the Purchaser Group Member and any third party providing guarantee or support for us (if any), and/or any individual having control over, or serving as the senior management of,

the aforementioned entities would abide by PRC laws and comply with any sanctions or similar measures issued by the government of the PRC, United Nations or any other jurisdiction in which the original equipment manufacturer of Aircraft , Spare engines and all related parts is located.

买方集团成员公司和为我们提供担保的第三方实体(若有), 以及控制上述实体或担任其高级管理人员的任何个人将遵守中国法律并受限于中国、联合国或任何飞机、备发及相关部件原产国所在司法辖区公布的任何制裁或类似措施。

4. We (including directors, supervisors, senior management and other employees and representatives) agree to strictly comply with all applicable anti-money laundering, anti-terrorist financing and anti-commercial bribery laws and regulations.

本公司(包括董事、监事、高级管理人员及其他雇员和代表)将严格遵守所有适用的反洗钱、反恐怖主义融资以及反商业贿赂法律法规。

5. We acknowledge the confidential nature of the Transaction and agree to keep all information received from CSA in connection with the Transaction strictly confidential.

我们知悉本项目的保密属性, 并同意对从南航获取的与本项目有关的所有信息严格保密。

6. The above representations, warranties and commitments shall equally apply to the actual purchaser (if any) designated by us for the Transaction.

上述陈述、保证与承诺亦同等适用于本公司为本项目指定的实际受让主体(如有)。

【                   Company Name                   】

【                   单位名称                   】

【Signature of authorised signatory (for intended purchaser outside of the PRC)】 /

【(公章) (适用于境内意向受让方)】

YYYY/MM/DD

年 月 日