

**Washington Aircraft 2 Company Designated Activity Company**

**Directors' report and audited financial statements**

**For the financial year ended 30 September 2024**

*Registered number 548017*

**Washington Aircraft 2 Company Designated Activity Company**

<b>Contents</b>	<b>Page (s)</b>
Directors and other information	1
Directors' report	2 - 4
Statement of Directors' responsibilities in respect of the Directors' report and the financial statements	5
Independent auditor's report to the members of Washington Aircraft 2 Company Designated Activity Company	6 - 8
Statement of comprehensive income	9
Statement of financial position	10
Statement of changes in equity	11
Cash flow statement	12
Notes to the financial statements	13 - 19

**Washington Aircraft 2 Company Designated Activity Company**

Page 1

**Directors and other information**

<b>Directors</b>	<p>Thomas Carroll (appointed as Director on 28 November 2024)  Hafiz Aurangzaib Zia (appointed as Director on 15 July 2025)  Mairead Whelan (resigned on 15 July 2025)  Andrew Hannigan (appointed as Director on 12 March 2024 and resigned on 28 November 2024)  Helen Broderick (appointed as alternate Director to Andrew Hannigan on 07 May 2024 and resigned on 10 May 2024)  Darragh Fitzpatrick (resigned on 12 March 2024)</p>	
<b>Registered Office</b>	<p>Block A  George's Quay Plaza  George's Quay  Dublin 2  Ireland</p>	
<b>Company Secretary and Corporate Service Provider</b>	<p>Vistra Alternative Investments (Ireland) Limited  Block A  George's Quay Plaza  George's Quay  Dublin 2  Ireland</p>	
<b>Independent Auditor</b>	<p>KPMG  Chartered Accountants  1 Harbourmaster Place  International Financial Services Centre  Dublin 1  Ireland</p>	
<b>Security Trustee</b>	<p>Wells Fargo Bank Northwest, National Association  260 N.Charles Lindbergh Drive  Salt Lake City, UT 84116  USA</p>	
<b>Solicitor</b>	<p>A&amp;L Goodbody  IFSC, North Wall Quay  Dublin 1  Ireland</p>	
<b>Bankers</b>	<p>Allied Irish Banks, p.l.c.  7/12 Dame Street  Dublin 2  Ireland</p>	<p>Wells Fargo  CCT Lease SLC- WFTC  Computershare Corporate Trust  MAC N2702-011  9062 Old Annapolis Road  Columbia</p>
<b>Purchaser</b>	<p>Tianyu (Xiamen) Aircraft Leasing Co., Ltd  ICBC Financial Leasing Co., Ltd  10/F Bank of Beijing Building, 17(C)  Jinrong Street, Xicheng District, Beijing 100140,  People's Republic of China</p>	

**Washington Aircraft 2 Company Designated Activity Company**

Page 2

**Directors' report**

The Board of Directors (hereinafter referred to as the "Board" or the "Directors") present their annual report and audited financial statements of Washington Aircraft 2 Company Designated Activity Company (the "Company") for the financial year ended 30 September 2024.

The Company is a special purpose vehicle, incorporated in Ireland with a limited liability under the Companies Act 2014, as amended ("the Act"), on 15 August 2014 with registration number 548017. In accordance with the changes introduced into Irish Law by the Act, the Company converted its name from Washington Aircraft 2 Company Limited to Washington Aircraft 2 Company Designated Activity Company on the 24 August 2016.

On 9 May 2011, the Company entered into an aircraft transaction pursuant to which the Company acquired two aircraft at USD 129,000,864 and USD 129,117,477 respectively. On 14 May 2015, the Company then sold these aircraft at their purchase price to Tianyu (Xiamen) Aircraft Leasing Co., Ltd (the "Purchaser") which then leased the aircraft to Xiamen Airlines Company Limited (the "Head Lessee"). The purchaser is required to repay the purchase price in instalments for which the maturity date was 28 August 2024 for MSN 41538 and 24 October 2024 for MSN 41539. As of 30 September 2024, the lease principal outstanding is USD 3,225,021 (2023: USD 12,900,087) for MSN 41538 and USD 3,227,937 (2023: USD 16,139,685) for MSN 41539. The Company funded the purchase of aircraft by receiving a guaranteed loan which was subsequently refinanced through the issuance of notes and guaranteed by Export-Import Bank of the United States ("Ex-Im Bank"). The Directors confirm that the Expected Credit Loss ("ECL") is Nil as in case of non receipt of the lease principal and income from Xiamen Airlines Company Limited, ICBCIL Aviation Company Limited ("ICBCIL") will repay the Company accordingly as per the Guaranteed Agreement dated 20 April 2015.

**Business review**

During the financial year, the key performance indicators for the Company are as follows:

- . The Company did not enter any new aircraft leasing transactions (2023: Nil);
- . The Company made a profit after tax of USD Nil (2023: USD Nil);
- . Interest income and similar income amounted to USD 1,471,141 (2023: USD 2,810,647);
- . Loans and receivables repaid during the financial year was USD 22,586,813 (2023: USD 25,811,834);
- . Interest expense amounted to USD 1,406,038 (2023: USD 2,525,438); and
- . The Company's net assets were USD 1 at 30 September 2024 (2023: USD 1).

As at 30 September 2024, the notes were fully paid.

**Results of operations and dividends for the financial year**

The results for the financial year are set out on page 9. No dividends are recommended by the Directors for the financial year under review (2023: USD Nil).

**Change of Director, Company Secretary and registered office**

The Directors who held office during the year and up to the date of signing the financial statements were as follows:

- . Hafiz Aurangzaib Zia (appointed as Director on 15 July 2025)
- . Thomas Carroll (appointed as Director on 28 November 2024)
- . Andrew Hannigan (appointed as Director on 12 March 2024 and resigned on 28 November 2024)
- . Darragh Fitzpatrick (resigned as Director on 12 March 2024)
- . Helen Broderick (appointed as alternate Director to Andrew Hannigan on 07 May 2024 and resigned on 10 May 2024)
- . Mairead Whelan (resigned as Director on 15 July 2025)

The company secretary during the financial year was Vistra Alternative Investments (Ireland) Limited.

There have been no other changes in Directors, company secretary or registered office during the financial year and/or since the financial year end.

**Directors, company secretary and their interests**

As at 30 September 2024, Vistra Trust Services (Ireland) Limited held one share of the Company in trust for charity.

Neither the company secretary, nor the Directors who held office on 30 September 2024 held any share in the Company at that date, or during the financial year. There were no contracts of any significance in relation to the business of the Company in which the Directors have any interest, as defined in the Act, at any time during the financial year.

**Going concern**

The notes were fully redeemed on 26 June 2024. However, the final lease payment in respect of MSN 41538 and MSN 41539 remains outstanding as at reporting date. The Directors intend to wind down the Company, however, the exact date of the liquidation has not yet been determined. Thus, the directors do not consider the Company to be a going concern and the financial statements have been prepared on a non-going concern basis. Instead, they have been prepared on a liquidation basis of accounting, as the Company is expected to be liquidated in the near future in line with an agreed plan.

**Washington Aircraft 2 Company Designated Activity Company**

Page 3

**Directors' report (continued)****Risk and uncertainties**

The Company is subject to various risks.

The Directors recognise that the future success of the business is dependent on the collection of the outstanding purchase price installment, remaining profitable and the effective management of commercial risks.

The airline industry is cyclical, economically sensitive and highly competitive. A key determinant of the Company's success is the financial strength of its ultimate airline customer and its ability to react to and cope with the competitive environment in which they operate.

The activities and performance of the Company are regularly reviewed by the Directors. The Directors have assessed these risks facing the Company and have undertaken the following measures to manage them.

The Company sold two aircraft to Tianyu (Xiamen) Aircraft Leasing Co., Ltd which leased the aircraft to Xiamen Airlines Company Limited. The loan is secured by the underlying aircraft, leased to Xiamen Airlines Company Limited. As at 30 September 2024, the final lease payment in respect of MSN 41538 and MSN 41539 remains outstanding.

*Credit risk*

The nature of the Company's business activities expose the Company to credit risk on its counterparts. Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from the Head Lessee. Each new lessee is assessed prior to the Company entering into commitments and the assessment is considered by the Board as part of the lessee approval decision. Credit risk is monitored and managed by the Company on an on-going basis, with regular review of credit performance and receivable monitoring. The Company's exposure to credit risk is mitigated as the loan arrangements are guaranteed by ICBCIL and no default occurred. Under the Participation Agreement, the noteholder and the lender shall in no event have recourse to the Company for any debt repayment or any other amount other than such payment made by the Purchaser and received by the Company.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach is to ensure, as far as possible that it will always have sufficient liquidity to meet its liabilities when due. The Company's approach is to distribute all cash received under the loan payable in accordance to the notes and loan agreements in place so as the Company does not have any excess cash after the distribution. All payments have been received as per schedule and are guaranteed by ICBCIL. In accordance with the Participation Agreement, in the event, Xiamen Airlines Company Limited fails to repay Tianyu (Xiamen) Aircraft Co., Ltd and the latter fails to repay the Company, ICBCIL, the guarantor, may make such payment on behalf of the Seller, Purchaser and Sublessee.

*Technical, maintenance and environmental risk*

The sublessee undertakes the responsibility for ensuring that the aircraft complies with the current environmental, technical and maintenance regulations and statutory obligations where necessary.

The Directors monitor these risks by monitoring lessee performance on an ongoing basis.

*Asset risk exposure*

The Company funded the purchase of aircraft by receiving a guaranteed loan which was subsequently refinanced through the issuance of notes and was separately guaranteed by the Ex-Im Bank and ICBCIL. No ongoing fees are payable neither to Ex-Im Bank nor to ICBCIL in regard to these separate arrangements.

The Company does not bear the direct risk of re-leasing or selling the aircraft at the end of its lease term, however it depends on the aircraft being on lease in order for the debt to be repaid. If demand for aircraft decreases, the market lease rates may fall which could affect the lease agreements and as such impact upon repayments to the Company on debt. There are experienced personnel who are employed by the relevant entity to develop and advise on marketing strategies as well as identifying and negotiating with prospective lessees and third party purchasers for lease or sale of assets. The Company's strategy for managing residual value risk is to maximise return through sale.

**Subsequent events**

On 28 November 2024, Andrew Hannigan resigned as Director of the Company and on the same date, Thomas Carroll was appointed. On 15 July 2025, Mairead Whelan resigned as Director of the Company and on the same date, Hafiz Aurangzaib Zia was appointed.

On 11 December 2024, the Company entered into a Release and Termination Agreement with the Purchaser concerning both aircraft, MSN 41538 and MSN 41539.

There have been no other subsequent events which require disclosure in the financial statements up to the date of signing this report.

**Accounting records**

The Directors believe that they have complied with the requirements of sections 281 to 285 of the Act with regard to the keeping of adequate accounting records by employing a service provider who employs accounting personnel with the appropriate expertise and by providing adequate resources to the financial function. The accounting records of the Company are maintained at Block A, George's Quay Plaza, George's Quay, Dublin 2, Ireland.

**Political donations**

The Company made no political donations or incurred any political expenditure during the financial year (2023: USD Nil).

**Statement of relevant audit information**

At the approval date of this report, each Director confirms that:

- so far as they are aware, there is no relevant audit information of which the Company's statutory auditor is unaware; and
- they have taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's statutory auditor is aware of this information.

**Directors' compliance statement**

At this present time the Company is operating within the balance sheet and turnover threshold limits as set out under Section 225(7) of the Act, which enables the Company to avail of an exemption to the Compliance Policy Statement obligations. Accordingly the Directors are not required to include a Compliance Statement in their statutory Directors' report for the current financial year ended 30 September 2024.

**Research & development**

The Company made no research and development expenditure during the financial year (2023: USD Nil).

**Audit Committee**

As at the date of these financial statements, the Company is operating within the balance sheet and turnover threshold limits as set out under Section 167(1) of the Act, and as such the Company does not meet the requirements to establish an audit committee for the current financial year ended 30 September 2024.

**Independent auditor**

Deloitte Ireland LLP, Chartered Accountants and Statutory Audit Firm, resigned as independent auditor of the Company on 19 May 2025 and KPMG was appointed as independent auditor.

KPMG, Chartered Accountants, have been appointed to office in accordance with Section 383(1) and will continue in accordance with Section 383(2) of the Companies Act 2014.

**On behalf of the Board**

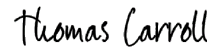
Signed by:



Hafiz Aurangzab Zia

Director

Signed by:



Thomas Carroll

Director

**Date: 29 January 2026.**

**Statement of Directors' responsibilities in respect of the Directors' report and the financial statements**

The Directors are responsible for preparing the Directors' Report and financial statements in accordance with Irish law and regulations.

Irish company law requires the Directors to prepare financial statements for each financial year giving a true and fair view of the Company's assets, liabilities and financial position at the end of the financial year and the profit or loss of the Company for the financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with Companies Act 2014 and FRS 102, "The Financial Reporting Standard applicable in the UK and Republic of Ireland", issued by the Financial Reporting Council ("relevant financial reporting framework").

Under company law, the Directors shall not approve the financial statements unless they are satisfied that they give a true and fair view of the Company's assets, liabilities and financial position as at the end of the financial year and the profit or loss of the Company for the financial year.


In preparing these financial statements, the Directors are required to:

- . select suitable accounting policies and then apply them consistently;
- . make judgements and estimates that are reasonable and prudent;
- . state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- . assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- . use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position and profit or loss of the Company and enable them to ensure that its financial statements comply with the Act 2014. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities. The Directors are also responsible for preparing a Directors' report that complies with the requirements of the Act 2014.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**On behalf of the Board**

Signed by:  
  
Hafiz Aurangzab Zia  
Director

Signed by:  
  
Thomas Carroll  
Director

**Date: 29 January 2026.**



**KPMG**

Audit  
1 Harbourmaster Place  
IFSC  
Dublin 1  
D01 F6F5  
Ireland

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WASHINGTON AIRCRAFT 2 COMPANY DESIGNATED ACTIVITY COMPANY**

### **Report on the audit of the financial statements**

#### **Opinion**

We have audited the financial statements of Washington Aircraft 2 Company Designated Activity Company ('the Company') for the year ended 30 September 2024 set out on pages 9 to 19, which comprise the Statement of comprehensive income, Statement of financial position, Statement of changes in equity, Cash flow statement and related notes, including the material accounting policies set out in note 3.

These financial statements have not been prepared on the going concern basis for the reason set out in note 2.

The financial reporting framework that has been applied in their preparation is Irish Law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland issued in the United Kingdom by the Financial Reporting Council.

In our opinion:

- the financial statements give a true and fair view of the assets, liabilities and financial position of the Company as at 30 September 2024 and of its results for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- the financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

#### ***Basis for opinion***

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

#### ***Other information***

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WASHINGTON AIRCRAFT 2 COMPANY DESIGNATED ACTIVITY COMPANY (continued)**

Based solely on our work on the other information undertaken during the course of the audit, we report that:

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in the directors' report is consistent with the financial statements; and
- in our opinion, those parts of the directors' report specified for our review, which does not include sustainability reporting when required by Part 28 of the Companies Act 2014, have been prepared in accordance with the Companies Act 2014.

### ***Our opinions on other matters prescribed by the Companies Act 2014 are unmodified***

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

### ***Matters on which we are required to report by exception***

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by Sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

### **Respective responsibilities and restrictions on use**

#### ***Responsibilities of directors for the financial statements***

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company'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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### ***Auditor's responsibilities for the audit of the financial statements***

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

A fuller description of our responsibilities is provided on IAASA's website at <https://iaasa.ie/publications/description-of-the-auditors-responsibilities-for-the-audit-of-the-financial-statements/>.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WASHINGTON AIRCRAFT 2  
COMPANY DESIGNATED ACTIVITY COMPANY (continued)**

***The purpose of our audit work and to whom we owe our responsibilities***

Our report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Terence Coveney

29 January 2026

**for and on behalf of**  
**KPMG**  
**Chartered Accountants, Statutory Audit Firm**  
*1 Harbourmaster Place*  
*IFSC*  
*Dublin 1*  
*D01 F6F5*

Washington Aircraft 2 Company Designated Activity Company

Statement of comprehensive income  
For the financial year ended 30 September 2024

	Note	Financial year ended 30-Sep-24 USD	Financial year ended 30-Sep-23 USD
Interest and similar income	4	1,471,141	2,810,647
Interest and similar charges	5	(1,471,141)	(2,810,647)
<b>Profit on ordinary activities before tax</b>		-	-
Tax	7	-	-
<b>Profit on ordinary activities after tax</b>		-	-
Other comprehensive income		-	-
<b>Total comprehensive income for the financial year</b>		-	-


All items dealt with in arriving at the comprehensive income for the financial year ended 30 September 2024 and 30 September 2023 related to discontinued operations.

Washington Aircraft 2 Company Designated Activity Company

Statement of financial position  
As at 30 September 2024

	Note	30-Sep-24 USD	30-Sep-23 USD
<b>Non-current assets</b>			
Loans and receivables	8	-	3,227,938
<b>Current assets</b>			
Cash and cash equivalents	9	16,350,971	8,070,763
Loans and receivables	10	6,452,959	25,811,834
Interest and other receivables	10	60,693	267,716
<b>Total current assets</b>		<b>22,864,623</b>	<b>34,150,313</b>
<b>Creditors - Amounts falling due within one financial year</b>			
Interest and other expense payable	11	(3,235,996)	(2,704,601)
Loan payable	12	(19,628,626)	(19,628,626)
Notes payable	13	-	(15,045,023)
<b>Net current assets</b>		<b>1</b>	<b>(3,227,937)</b>
<b>Total net assets</b>		<b>1</b>	<b>1</b>
<b>Capital and reserves</b>			
Called up share capital presented as equity	14	1	1
Retained earnings		-	-
<b>Shareholders' fund</b>		<b>1</b>	<b>1</b>

On behalf of the Board

Signed by:  
  
Hafiz Aurangzab Zia  
Director

Signed by:  
  
Thomas Carroll  
Director

Date: 29 January 2026.

## Washington Aircraft 2 Company Designated Activity Company

Page 11

Statement of changes in equity  
For the financial year ended 30 September 2024

	Called up share capital USD	Retained earnings USD	Total USD
<b>Balance as at 1 October 2023</b>	1	-	1
Profit for the financial year	-	-	-
<b>Balance as at 30 September 2024</b>	<u>1</u>	<u>-</u>	<u>1</u>
<b>Balance as at 1 October 2022</b>	1	-	1
Profit for the financial year	-	-	-
<b>Balance as at 30 September 2023</b>	<u>1</u>	<u>-</u>	<u>1</u>

## Washington Aircraft 2 Company Designated Activity Company

Page 12

## Cash flow statement

For the financial year ended 30 September 2024

	Note	Financial year ended 30-Sep-24 USD	Financial year ended 30-Sep-23 USD
<b>Cash flows from operating activities</b>			
Profit on ordinary activities before tax		-	-
<i>Adjustments for:</i>			
Interest expense	5	1,406,038	2,525,438
Interest income	4	(997,755)	(2,641,950)
Amortisation of issue cost	5	66,123	286,449
Increase in other receivables	10	(13,901)	-
Decrease in other payables	11	(456,165)	(166,970)
<b>Net cash generated from operating activities</b>		<u>4,340</u>	<u>2,967</u>
<b>Net changes in operating assets and liabilities</b>			
Interest received during the financial year		1,218,679	2,737,799
Loans and receivables repaid	8	<u>22,586,813</u>	<u>25,811,834</u>
<b>Net cash generated from operating activities</b>		<u>23,805,492</u>	<u>28,549,633</u>
<b>Cash flows from financing activities</b>			
Repayment of notes	13	(15,111,146)	(23,745,946)
Interest paid during the financial year		(418,478)	(1,531,492)
<b>Net cash used in financing activities</b>		<u>(15,529,624)</u>	<u>(25,277,438)</u>
<b>Increase in cash and cash equivalent</b>		8,280,208	3,275,162
<b>Cash and cash equivalent at start of the financial year</b>		8,070,763	4,795,601
<b>Cash and cash equivalent at end of the financial year</b>		<u>16,350,971</u>	<u>8,070,763</u>

**Notes to the financial statements****For the financial year ended 30 September 2024****1 General Information**

The Company is a special purpose vehicle, incorporated in Ireland with a limited liability under the Act on 15 August 2014 with registration number 548017. In accordance with the changes introduced into Irish Law by the Companies Act 2014, as amended (the "Act"), the Company converted its name from Washington Aircraft 2 Company Limited to Washington Aircraft 2 Company Designated Activity Company on the 24 August 2016.

On 9 May 2011, the Company entered into an aircraft transaction pursuant to which the Company acquired two aircraft at USD 129,000,864 and USD 129,117,477 respectively. On 14 May 2015, the Company then sold these aircraft at their purchase price to Tianyu (Xiamen) Aircraft Leasing Co., Ltd (the "Purchaser") which then leased the aircraft to Xiamen Airlines Company Limited (the "Head Lessee"). The purchaser is required to repay the purchase price in instalments for which the maturity date was 28 August 2024 for MSN 41538 and 24 October 2024 for MSN 41539. As of 30 September 2024, the lease principal outstanding is USD 3,225,021 (2023: USD 12,900,087) for MSN 41538 and USD 3,227,937 (2023: USD 16,139,685) for MSN 41539. The Company funded the purchase of aircraft by receiving a guaranteed loan which was subsequently refinanced through the issuance of notes and guaranteed by Export-Import Bank of the United States ("Ex-Im Bank"). The Directors confirm that the Expected Credit Loss ("ECL") is Nil as in case of non receipt of the lease principal and income from Xiamen Airlines Company Limited, ICBCIL Aviation Company Limited ("ICBCIL") will repay the Company accordingly as per the Guaranteed Agreement dated 20 April 2015.

As at 30 September 2024, the notes were fully paid.

The Company has no employees and administration services are contracted from third parties.

**Basis of preparation****(a) Statement of compliance**

The Company financial statements have been prepared in accordance with Irish law and accounting standards issued by the Financial Reporting Council, which is prescribed as the accounting standard setter under SI No. 84/2018, including FRS 102 The Financial Reporting Standards applicable in the Republic of Ireland.

The accounting policies set out below have, unless otherwise stated, been applied to all financial years presented in these financial statements.

**(b) Basis of preparation**

The financial statements have not been prepared on a going concern basis. Instead, they have been prepared on a liquidation basis of accounting, as the Company is expected to be liquidated in the near future in line with an agreed plan. The financial statements are presented in United States Dollars (USD), which is the Company's functional currency.

The Directors are satisfied that the Company does not fall in the scope of a Financial Institution under FRS 102 and therefore the disclosures required under FRS 102 Sections 34 for Financial Institutions are not applicable for the Company.

**2 Significant accounting policies****(a) Basis of measurement**

The financial statements have been prepared under the historical cost convention.

**(b) Use of estimates and judgements**

The preparation of the financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Underlying assumptions are reviewed on an ongoing basis.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policy that have the most significant effect on the amount recognised in the financial statements are described in note 3(e) - Recoverability of loans and receivables.

**Notes to the financial statements (continued)**  
**For the financial year ended 30 September 2024**

**3 Significant accounting policies (continued)**

**(c) Going concern**

The notes were fully redeemed on 26 June 2024. However, the final lease payment in respect of MSN 41538 and MSN 41539 remains outstanding as at reporting date. The Directors intend to wind down the Company, however, the exact date of the liquidation has not yet been determined. Thus, the directors do not consider the Company to be a going concern and the financial statements have been prepared on a non-going concern basis. Instead, they have been prepared on a liquidation basis of accounting, as the Company is expected to be liquidated in the near future in line with an agreed plan.

**(d) Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of less than three months, which are subject to insignificant risk of changes in their fair value, and are used by the Company in the management of its short term commitments. Cash and cash equivalents are carried at amortised cost in the statement of financial position.

**(e) Recoverability of loans and receivables**

The loans and receivables are initially measured at fair value. They are classified as loans and receivables and are carried at amortised cost adjusted for any permanent diminution in value. Provisions are made to reduce the value of the loans by the amount that the Directors consider likely to be a permanent impairment in the value of the loans and the loans are written off where there is no longer any likelihood of further recovery of the balance. As the loans and receivables are secured by the underlying aircraft, the Company obtains the current market value of the underlying aircraft from independent appraisers to review any indication of aircraft impairment. The Company also reviews the performance of the lessee/lender. Noted during the year, the lessee/lender continued to make payment on time. However, the final lease payment concerning the MSN 41538 is still outstanding as at 30 September 2024.

**Functional and presentation currency**

These financial statements are presented in United States Dollars ("USD") which is the Company's functional currency. Functional currency is the currency of the primary economic environment in which the entity operates. The issued share capital of the Company is denominated in USD. Loans and receivables and loans payable are denominated in USD. The Directors of the Company believe that USD most faithfully represents the economic effects of the underlying transactions, events and conditions.

**(f) Foreign currency transactions**

Foreign currency transactions during the financial year are translated into USD at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at rates prevailing at each Statement of Financial Position date. Non-monetary assets and liabilities that are denominated in foreign currency, which are stated at historical cost, are translated at the rates prevailing at the date of the transaction. Exchange differences are recognised in the Statement of Comprehensive Income.

**(g) Tax**

Income tax expense comprises current tax and deferred tax. Income tax expense is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the financial year, using tax rates applicable to the Company's activities enacted or substantively enacted at the Statement of Financial Position date.

Deferred tax is recognised in respect of all temporary timing differences that have originated but not reversed at the Statement of Financial Position date where transactions or events have occurred at the Statement of Financial Position date that result in an obligation to pay more tax or a right to pay less tax in the future. Temporary timing differences are differences between profit as computed for taxation purposes and profit as stated in the financial statements which arise because certain items of income and expenditure in the financial statements are dealt with in different years for taxation purposes.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying temporary timing differences can be deducted. Deferred tax is measured at the tax rates that are expected to apply in the financial years in which the timing differences are expected to reverse based on the tax rates and laws enacted or substantively enacted at the Statement of Financial Position date. Deferred tax is measured on a non-discounted basis.

**(h) Interest income**

Interest income is recognised on an effective interest rate basis and relates to the income on loans advanced to Tianyu (Xiamen) Aircraft Leasing Co., Ltd based in China.

**Notes to the financial statements (continued)**  
**For the financial year ended 30 September 2024**

**3 Significant accounting policies (continued)**

**(i) Interest expense**

Interest expense relates to interest paid on notes made available for funding of aircraft purchased and the finance costs. Interest expense includes amortisation of issue costs using an effective interest rate.

**(k) Issue cost**

Issue cost is the guarantee fee paid to Ex-Im Bank of the United States. This fee is recognised to guarantee the loan repayments under default circumstances. Issue cost is amortised on an effective interest rate basis over current days elapsed since issuance date.

**(l) Notes payable and loans payable**

The notes payable and loans payable are carried at amortised cost, using the effective interest method.

**(m) Share capital**

Share capital is denominated in USD.

**(n) Dividend**

Dividend are recognised as a liability in the financial year in which they are approved.

**4 Interest and similar income**

	<b>Financial year ended 30-Sep-24 USD</b>	<b>Financial year ended 30-Sep-23 USD</b>
Interest income*	1,467,821	2,808,920
VAT refund	3,320	1,727
	<u>1,471,141</u>	<u>2,810,647</u>

\*Interest income includes sweep up amount and interest received from loans and receivables. All income is derived from activities carried out in China.

**5 Interest and similar charges**

	<b>Financial year ended 30-Sep-24 USD</b>	<b>Financial year ended 30-Sep-23 USD</b>
Interest expense	(1,406,038)	(2,525,438)
Amortisation of issue cost	(66,123)	(286,449)
Foreign exchange gain	1,020	1,240
	<u>(1,471,141)</u>	<u>(2,810,647)</u>

	<b>Financial year ended 30-Sep-24 USD</b>	<b>Financial year ended 30-Sep-23 USD</b>
Auditor's remuneration (exclusive of VAT):		
Statutory audit	(9,477)	(5,287)
Tax advisory services	(2,227)	-
	<u>(11,704)</u>	<u>(5,287)</u>

Auditor's remuneration for the current financial year arises solely on fees incurred for the statutory audit.

The Company incurred administration fees, legal and professional fees, listing fees, tax compliance services fees, statutory audit and tax advisory services fees during the year amounting to USD 69,126 which will be borne by ICBCIL.

The Directors received no remuneration from the Company during the financial year (2023: USD Nil).

**Notes to the financial statements (continued)****For the financial year ended 30 September 2024****5 Interest and similar charges (continued)**

Pursuant to Section 305A(1)(a) of the Act, requires disclosure that Vistra Alternative Investments (Ireland) Limited ("VAIIL") received €1,000 (2023: €1,000) per Director included in the administration fees as consideration for the making available of individuals to act as Directors of the Company. The terms of the corporate services agreement in place between the Company and VAIIL provide for a single fee for the provision of corporate administration services (including the making available of individuals to act as Directors of the Company). As a result, the allocation of fees between the different services provided is a subjective and approximate calculation. The individuals acting as Directors do not (and will not), in their personal capacity or any other capacity, receive any fee for acting or having acted as Directors of the Company. For the avoidance of doubt, notwithstanding that the Directors of the Company are employees of Vistra Corporate Services (Ireland) Limited, they each do not receive any remuneration for acting as Directors of the Company. The Company has no employees and services required are contracted from third parties.

**6 Employee numbers and costs**

There were no employee or employee costs during the financial year and administration services are contracted from third parties. The Company entered into a management agreement with VAIIL to provide administrative services to the Company. The Directors of the Company are both employees of Vistra Corporate Services (Ireland) Limited.

All expenses are borne by ICBCIL, an affiliate of the Purchaser.

**7 Tax**

	<b>Financial year ended 30-Sep-24 USD</b>	<b>Financial year ended 30-Sep-23 USD</b>
<b>(a) Analysis of tax charge in the financial year</b>		
<i>Current tax</i>		
Corporation tax charge	-	-
<b>Total current tax</b>	<u>-</u>	<u>-</u>
Deferred tax charge	-	-
<b>Total tax charge</b>	<u><u>-</u></u>	<u><u>-</u></u>

The Company is charged to corporation tax at a rate of 12.5% (2023: 12.5%). The Company will be taxed at 12.5% in accordance with Section 110 of the Taxes Consolidation Act 1997, as amended, for the year ended 30 September 2024. However, the Company has been deregistered from Section 110 in March 2025 as the Company no longer holds qualifying assets.

**(b) Factors affecting tax charge in the financial year**

	<b>Financial year ended 30-Sep-24 USD</b>	<b>Financial year ended 30-Sep-23 USD</b>
Profit on ordinary activities before tax	<u><u>-</u></u>	<u><u>-</u></u>
Tax at 12.5% (2023: 12.5%)	-	-
Less income not subject to tax	-	-
<b>Current tax charge</b>	<u><u>-</u></u>	<u><u>-</u></u>
<b>Deferred tax for the financial year</b>		
Opening balance	-	-
Current charge during the financial year at 12.5%	-	-
Closing balance	<u><u>-</u></u>	<u><u>-</u></u>

## Washington Aircraft 2 Company Designated Activity Company

Page 17

Notes to the financial statements (continued)  
For the financial year ended 30 September 2024

<b>8 Loans and receivables</b>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
At the beginning of the financial year	29,039,772	54,851,606
Loans repaid during the year	(22,586,813)	(25,811,834)
At the end of the financial year	<u>6,452,959</u>	<u>29,039,772</u>

<b>Maturity analysis</b>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
Within 1 year	<u>6,452,959</u>	<u>25,811,834</u>
Between 1 - 2 years	-	3,227,938
Amounts due after more than one year	-	<u>3,227,938</u>
<b>Total</b>	<u>6,452,959</u>	<u>29,039,772</u>

The Company entered into an aircraft leasing transaction whereby it acquired two aircraft. The aircraft were then sold to Tianyu (Xiamen) Aircraft Leasing Co., Ltd who will repay the purchase price in instalments for which the maturity date was 28 August 2024 for MSN 41538 and 24 October 2024 for MSN 41539. The aggregate principal received during the financial year amounted to USD 22,586,813 (2023: USD 25,811,834).

The geographical concentration of the loans and receivables are from China.

<b>9 Cash and cash equivalents</b>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
Cash and cash equivalents	<u>16,350,971</u>	<u>8,070,763</u>

All the Company's cash balances are held with Wells Fargo. The bank is rated Aa2 (2023: Aa2) by Moody's as at 30 September 2024.

<b>10 Other receivables</b>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
Loans instalments receivable within one year (refer to note 8)	6,452,959	25,811,834
Interest receivable	46,792	267,716
Other receivable	13,901	-
	<u>6,513,652</u>	<u>26,079,550</u>

Other receivable relates to amount due from ICBCIL.

<b>11 Creditors: Amounts falling due within one year</b>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
Notes Payable (refer to note 13)	-	(15,045,023)
Interest payable	(3,235,996)	(2,248,436)
Other expense payable	-	(456,165)
	<u>(3,235,996)</u>	<u>(17,749,624)</u>

<b>12 Loans payable</b>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
At start of the financial year	(19,628,626)	(19,628,626)
Loans repaid during the financial year	-	-
At end of the financial year	<u>(19,628,626)</u>	<u>(19,628,626)</u>

In 2019, an amended loan agreement was approved between the Company and ICBCIL which amend the interest rate of the loans payable from 6.25% to 5% with effect from 30 June 2019.

In 2014, the Company entered into a loan agreement with ICBCIL bearing interest at 6.25% per annum, which is higher than the interest rate earned on loans and receivables. An amount of USD 8,649,096 receivable from ICBCIL recognised as at 30 September 2017, representing the total loss incurred until then which would be compensated by ICBCIL in the future, was written-off as compensation is no longer expected from ICBCIL.

**Notes to the financial statements (continued)**  
**For the financial year ended 30 September 2024**

**12 Loans payable (continued)**

<b>Maturity analysis</b>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
<i>Repayable by instalments in:</i>		
Within 1 financial year	(19,628,626)	(19,628,626)
<b>Total</b>	<u>(19,628,626)</u>	<u>(19,628,626)</u>

**13 Notes payable**

	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
Notes payable	<u>-</u>	<u>(15,045,023)</u>
<i>Movement:</i>		
Notes payable		
At start of the financial year	(15,111,146)	(38,857,092)
Principal repayments during the financial year	15,111,146	23,745,946
Carrying value of Notes Payables at end of the financial year	-	(15,111,146)
Unamortised issue cost	-	66,123
At end of the financial year	<u>-</u>	<u>(15,045,023)</u>
	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
Unamortised issue cost at start of the financial year	66,123	352,572
Amortisation of issue cost during the financial year	(66,123)	(286,449)
Unamortised issue cost at end of the financial year	<u>-</u>	<u>66,123</u>

Issue cost has been amortised using an effective interest rate of 2.334% (2023: 2.334%).

<b>Maturity analysis</b>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
<i>Repayable by instalments in:</i>		
Within 1 financial year	-	(15,045,023)
<b>Total</b>	<u>-</u>	<u>(15,045,023)</u>

The Company funded the purchase of aircraft by receiving a guaranteed loan which was subsequently refinanced through the issuance of notes and guaranteed by Ex-Im Bank.

The notes issued bear an interest rate of SOFR plus a margin of 0.43% and matured on 26 June 2024.

**14 Called up share capital presented as equity**

<i>Authorised capital</i>	<b>30-Sep-24</b>	<b>30-Sep-23</b>
	<b>USD</b>	<b>USD</b>
100,000 ordinary shares of USD 1 each	<u>100,000</u>	<u>100,000</u>
<i>Issued capital and unpaid</i>		
1 ordinary share of USD 1 each	<u>1</u>	<u>1</u>

**Notes to the financial statements (continued)****For the financial year ended 30 September 2024****15 Ownership of the Company**

The one share issued is held in trust for charity by Vistra Trust Services (Ireland) Limited previously known as Vistra Capital Markets (Ireland) Limited. The Board has considered the issue as to who is the ultimate controlling party of the Company. It has been determined that the control of the day to day activities rests with the Board. The Board is comprised of two independent directors, both are employees of Vistra Corporate Services (Ireland) Limited.

**16 Charges**

The Company has granted mortgages over the underlying aircraft in favour of the financier as security for its obligations under the loan and note agreements. The loan and receivables from the underlying aircraft is valued at USD 6,452,959 as at 30 September 2024 (2023: USD 29,039,772). As at 30 September 2024, the Company had 8 registered charges (2023: 8).

**17 Related party transactions***Transaction with VAAIL*

During the financial year, the Company incurred a fee of USD 18,787 (2023: USD 18,060) relating to administration services provided by VAAIL at the commercial rate and these fees are reimbursed by ICBCIL. Directors remuneration are disclosed in note 5 of the FS.

*Transaction with ICBCIL*

The Company has borrowed a loan from ICBCIL to partly finance the acquisition of the aircraft which was then sold to Tianyu (Xiamen) Aircraft Leasing Co., Ltd which in turn leased the aircraft to Xiamen Airlines Company Limited. During the financial year, the Company repaid USD Nil principal and USD Nil interest (2023: No repayments were done). The outstanding balance of the loan payable at year end amounted to USD 19,628,626 (2023: USD 19,628,626).

During the financial year, the Company accrued interest payable of USD 3,235,996 (2023: USD 2,238,208) on the loan payable. In 2019, the loan payable was renegotiated with ICBCIL and the interest rate was revised from 6.25% to 5%.

During the financial year, an amount of USD 470,066 (2023: USD 166,970) has been recognised in the statement of comprehensive income being other income from ICBCIL. As at 30 September 2024, the total amount receivable from ICBCIL was USD 13,901 (2023: Amount payable to ICBCIL was USD 456,165).

**18 Subsequent events**

On 28 November 2024, Andrew Hannigan resigned as Director of the Company and on the same date, Thomas Carroll was appointed. On 15 July 2025, Mairead Whelan resigned as Director of the Company and on the same date, Hafiz Aurangzaib Zia was appointed.

On 11 December 2024, the Company entered into a Release and Termination Agreement with the Purchaser concerning both aircraft, MSN 41538 and MSN 41539.

There have been no other subsequent events which require disclosure in the financial statements up to the date of signing this report.

**19 Commitments and contingent liabilities**

As at 30 September 2024, the Company did not have any commitments or contingent liabilities (2023: none).

**20 Approval of financial statements**

The Board approved these financial statements on 29 January 2026.