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中航國際控股股份有限公司

AVIC INTERNATIONAL HOLDINGS LIMITED

(formerly known as CATIC Shenzhen Holdings Limited (深圳中航集團股份有限公司))
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 00161)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of AVIC International Holdings Limited (the “**Company**”) will be held at 39/F, AVIC Center Building, No. 1018 Huafu Road, Futian District, Shenzhen, the People's Republic of China (the “**PRC**”) on 11 December 2018 at 10 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the financial services agreement entered into between the Company and AVIC Finance Co., Ltd. (中航工業集團財務有限責任公司) dated 26 September 2018 (the “**2018 Financial Services Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the 2018 Financial Services Agreement for the three years ending 31 December 2019, 31 December 2020 and 31 December 2021, respectively, be and are hereby approved and confirmed;
- (b) any one director of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the 2018 Financial Services Agreement and the transactions contemplated thereunder.”

By Order of the Board
AVIC International Holdings Limited
Liu Hong De
Chairman

Shenzhen, the PRC, 12 October 2018

Notes:

1. Eligibility for the EGM

Shareholders of the Company who intend to attend the EGM must deliver all instruments of transfer, accompanied by the relevant share certificates, to the legal address of the Company (for holders of domestic shares) or to the H share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) on or before 4:30 p.m. on 9 November 2018 (Friday).

2. Registration procedures for the EGM

- (a) A shareholder or his proxy should produce proof of identity when attending the EGM;
- (b) Shareholders of the Company who intend to attend the EGM should return the confirmation slip for the EGM to the Company on or before 20 November 2018 (Tuesday); and
- (c) Shareholders of the Company may send the above confirmation slip to the legal address of the Company in person, by post or by facsimile.

3. Proxy

- (a) A shareholder of the Company eligible to attend the EGM is entitled to appoint one or more proxies to attend and vote on his behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company;
- (b) A proxy shall be appointed by a written instrument signed by the appointer or its attorney. If the proxy form is signed by the attorney of the appointer, the power of the attorney or other authorisation document(s) of such attorney should be notarised;
- (c) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed proxy form, must be delivered to the legal address of the Company (for holders of domestic shares) or to the H share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) not less than 24 hours before the time designed for the holding of the EGM or not less than 24 hours before the time appointed for taking the poll; and
- (d) A shareholder of the Company who has appointed more than one proxy shall only vote on a poll at the EGM.

4. Closure of register of members of the Company

The register of members of the Company will be closed from 10 November 2018 (Saturday) to 11 December 2018 (Tuesday) (both days inclusive), during which no transfer of shares of the Company will be effected. Holders of shares whose names stand on the register of members of the Company at 4:30 p.m. on 9 November 2018 (Friday) are entitled to attend and vote at the EGM.

5. The EGM is expected not to last for more than half a day. Attendants shall bear their own traveling and accommodation expenses.

Legal address of the Company:

39/F, AVIC Center Building
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Futian District, Shenzhen
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the People's Republic of China
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Fax: 0755-8379 0228
Postal code: 518031
Websites: www.avic161.com

The board of directors of the Company comprises a total of 9 directors, Mr. Liu Hong De, Mr. Lai Wei Xuan, Mr. You Lei, Ms. Zhou Chun Hua, Mr. Chen Hong Liang and Mr. Liu Jun as executive directors; and Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei as independent non-executive directors.