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# **AVIC International Holding (HK) Limited** **中國航空工業國際控股(香港)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 232)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of the shareholders of AVIC International Holding (HK) Limited (the “**Company**”) will be held at Park Lane Room VII, 28th Floor, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 22 May 2013 at 10:30 a.m. (the “**SGM**”) (or so soon thereafter as the annual general meeting of the Company convened on the same date and at the same place at 10:00 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

(1) “**THAT**

- (a) the sale and purchase agreement dated 8 April 2013 (the “**Sale and Purchase Agreement**”) in relation to all the issued shares of Sinbo Investment Limited (“**Sinbo**”) entered into among (i) Broadlink Enterprises Limited (“**Broadlink**”), Kingspot Investment Limited (“**Kingspot**”), a direct wholly-owned subsidiary of the Company, Alliance Elegant Limited, Bidfast Investment Limited and Grandest International Limited as vendors (the “**Vendors**”), (ii) the existing shareholders of Broadlink, namely Mr. Guan Hongliang, Ms. Qin Chun, Mr. Wang Jianchang, Ms. Kang Xiujuan, Mr. Zhang Weimin, Mr. Fan Yi, Mr. Yuan Guanglin, Mr. Zhang Zhenshan and Mr. Deng Hui, (iii) Jichang Investments Limited, a direct wholly-owned subsidiary of Mongolia Investment Group Limited (“**MIG**”, whose shares are listed on the Stock Exchange (Stock code: 402)), as purchaser (the “**Purchaser**”), and (iv) MIG, pursuant to which the Vendors have conditionally agreed to sell and the Purchaser has conditionally agreed to purchase all the issued shares of Sinbo as at completion of the Sale and Purchase Agreement (the “**Sale Shares**”, whereas Kingspot, being one of the Vendors, will dispose of its entire interests in the Sale Shares, representing approximately 22.66% of the issued share capital of Sinbo) for a total consideration of HK\$1,500 million (subject to adjustment), and all the transactions contemplated thereunder, be and are hereby ratified, confirmed, authorized and approved; and

(b) any one director of the Company be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such documents, instruments, agreements and deeds (if any) and to take all such steps as he may in his absolute discretion considers necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions set out in this resolution (1) and to agree to any variation, amendments, supplement or waiver of matters relating thereto.”

(2) **“THAT**

(a) subject to resolution (1) above being approved, the exercise by Kingspot of part or all of the conversion rights attached to the convertible notes in the aggregate principal amount of up to HK\$203,940,000 held by it from time to time to the extent that such conversion, when aggregated with any issued share in the share capital of MIG acquired by the Company and its subsidiaries within a 12 month period prior to such conversion, will constitute a major transaction or a lower category of notifiable transaction of the Company be and are hereby authorized and approved; and

(b) any one director of the Company be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such documents, instruments, agreements and deeds (if any) and to take all such steps as he may in his absolute discretion considers necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions set out in this resolution (2) and to agree to any variation, amendments, supplement or waiver of matters relating thereto.”

By order of the Board  
**AVIC International Holding (HK) Limited**  
**Wu Guangquan**  
*Chairman*

Hong Kong, 6 May 2013

*Registered office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head Office and Principal Place of  
Business in Hong Kong:*  
Unit B, 15th Floor  
United Centre  
95 Queensway  
Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.

- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude a member from attending and voting at the SGM if the member so desires.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (4) The voting on the above resolutions at the SGM will be conducted by way of a poll.

*As at the date of this announcement, the board of directors of the Company comprises Mr. Wu Guangquan, Mr. Ji Guirong, Mr. Pan Linwu, Mr. You Lei and Mr. Zhang Chuanjun as executive directors; Mr. Ip Tak Chuen, Edmond as non-executive director; Mr. Chu Yu Lin, David, Mr. Li Ka Fai, David and Mr. Li Zhaoxi as independent non-executive directors.*