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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 Forum Room 1, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 15 June 2018 at 11:00 a.m.. (the “**SGM**”) for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

“**THAT:**

the Company be and is hereby authorised to dispose of the entire issued share capital of Ease Triumph International Limited (拓業國際有限公司) (“**Ease Triumph**”) and the outstanding shareholder’s loans owed by East Triumph to the Company through China Beijing Equity Exchange (北京產權交易所) by way of open tender in accordance with the major terms as delineated in the announcement of the Company dated 17 April 2018 and the circular dated 31 May 2018 to be despatched by the Company (the “**Disposal**”) and the transactions contemplated under such Disposal be and are hereby approved, ratified and confirmed; and any one director of the Company or his/her proxy(ies) be and is/are hereby authorised to proceed with the Disposal and, should there be a successful bidder, to complete the Disposal and to exercise all the powers of the Company and to do all things and acts and execute and deliver all agreements and document and take all steps, as may be necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Disposal and the transactions contemplate thereunder and where necessary, affix the common seal of the Company on such documents.”

By order of the Board
AVIC International Holding (HK) Limited
Liu Hongde
Chairman

Hong Kong, 31 May 2018

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 a proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M 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 meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting at the meeting if the member so desires.
3. Where there are joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
4. The voting on the above resolution at the SGM will be conducted by way of a poll.
5. The register of members of the Company will be closed from 12 June 2018 to 15 June 2018, both days inclusive, during which period no transfer of Shares will be registered, in order to determine the entitlement to attend and vote at the SGM. In order to be entitled to attend and vote at the SGM, unregistered holders of Shares should ensure that all transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with the Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m., 11 June 2018.
6. As at the date hereof, the Board comprises Mr. Liu Hongde, Mr. Pan Linwu, Mr. Lai Weixuan, Ms. Zhou Chunhua and Mr. Xu Hongge as executive directors; Mr. Chow Wai Kam as non-executive director; Mr. Chu Yu Lin, David, Mr. Li Ka Fai, David and Mr. Zhang Ping as independent non-executive directors.