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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)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 23 JANUARY 2018 AND UPDATE ON CONDITIONS TO ACQUISITION COMPLETION**

Reference is made to the circular dated 29 December 2017 (the “**Circular**”) of AVIC International Holding (HK) Limited (the “**Company**”). Unless otherwise defined herein, capitalised terms and expressions in this announcement shall have the same meanings used in the Circular.

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the poll results in respect of the resolutions proposed at the SGM held on 23 January 2018 are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Votes (approximate %)</b>	
		<b>For</b>	<b>Against</b>
1.	To ratify, confirm, authorise and approve the Acquisition Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver; and to authorise any one director of the Company to do all acts and things and to execute all such documents and take all steps that are desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Acquisition Agreement and the transactions contemplated thereunder and Whitewash Waiver, details of which are set out in the notice of the SGM.	1,881,819,137 (100%)	9 (0%)

ORDINARY RESOLUTIONS		Number of Votes (approximate %)	
		For	Against
2.	To ratify, confirm, authorise and approve the Sale Framework Agreement and the transactions contemplated thereunder, the proposed annual caps thereunder and authorise any one director of the Company to do all acts and things and to execute all such documents and take all steps that are desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Sale Framework Agreement and the transactions contemplated thereunder, details of which are set out in the notice of the SGM.	1,881,819,137 (100%)	9 (0%)
3.	To re-elect Mr. Zhang Ping as an independent non-executive director of the Company (the “INED”) and to authorise the board of directors of the Company to fix the INED’s remuneration.	2,757,118,137 (100%)	9 (0%)

As more than 50% of the votes were cast in favour of the above ordinary resolutions, such resolutions were duly passed by the Shareholders by way of poll at the SGM.

As at the date of the SGM, the Company had 5,519,591,000 Shares in issue. In relation to the resolutions proposed at the SGM, the total number of Shares entitling the Shareholders to attend and vote for or against the first, second and third resolution at the SGM was 3,623,876,000 Shares, 3,624,032,000 Shares and 5,519,591,000 Shares, respectively.

As at the date of the SGM, the Concert Group is interested in 1,895,715,000 Shares, representing approximately 34.35% of the total number of Shares in issue. The Concert Group is required to abstain from voting on the first resolution. As at the date of the SGM, Aviation Industry and its associates are interested in 1,895,559,000 Shares, representing approximately 34.34% of the total number of Shares in issue, and they are required to abstain from voting on the second resolution.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the above resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting on any of the above resolutions at the SGM under the Listing Rules and the Takeovers Code. There were no Shareholders who have stated their intention in the Circular to vote against or to abstain from voting on any of the above resolutions at the SGM.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the SGM.

## UPDATE ON CONDITIONS TO ACQUISITION COMPLETION

The Company is pleased to announce that, as at the date of this announcement, the following conditions to Acquisition Completion have been fulfilled:

- (a) each of the following being approved by the Independent Shareholders at the SGM, with voting being taken by way of poll: the Acquisition, the allotment and issue by the Company of the Consideration Shares and the Whitewash Waiver;
- (d) all applicable waiting periods (and any extensions thereof) under the United States Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, having expired or otherwise having been terminated by the applicable Government Entities;
- (f) TMI having repaid its loan to CATIC International Finance Limited, a wholly-owned subsidiary of AVIC HK using funds resulting from an additional indirect equity investment by AVIC International into TMI; and
- (g) the Acquisition is not restricted pursuant to the German Foreign Trade Act in conjunction with the German Foreign Trade Ordinance.

As disclosed in the Company's announcement dated 22 January 2018, the Executive conditionally granted the Whitewash Waiver on 22 January 2018, subject to (i) the issue of the Consideration Shares being approved by a vote of the Independent Shareholders at the SGM, to be taken on a poll, and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Concert Group between the announcement of the proposed issue of the Consideration Shares and the completion of the issue of the Consideration Shares.

**Shareholders and potential investors should note that the Acquisition and the Offering are subject to various conditions precedent. The issue of this announcement should not be regarded in any way as implying that the Acquisition and the Offering will be completed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

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

Hong Kong, 23 January 2018

*As at the date of this announcement, the Board comprises of 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*